

HUNTINGTON BEACH OVERSIGHT BOARD

**of the Successor Agency of the former
City of Huntington Redevelopment Agency**

Special Meeting Agenda

January 15, 2013

5:30 P.M.

City Hall, 2000 Main Street, Civic Center Lower Level,
Room B-8, Huntington Beach, CA 92648



BOARD MEMBERS: City of Huntington Beach appointee **Mayor Connie Boardman**; County Board of Supervisors appointees **Lucy Dunn** and **Steve Bone**; Community Colleges Districts appointee **W. Andrew “Andy” Dunn**; Orange County Office of Education appointee **Carrie Delgado**; Former Huntington Beach Redevelopment Agency employee representative **Kellee Fritzel**; Special District – Orange County Sanitation District appointee **Joe Carchio**

CALL TO ORDER: 5:30 P.M.

ROLL CALL: Boardman, Bone, Carchio, Delgado, A. Dunn, L. Dunn, Fritzel

PLEDGE OF ALLEGIANCE: To be announced.

SUPPLEMENTAL COMMUNICATIONS: Announced by Board Secretary.

PUBLIC COMMENTS: *This is the portion of the meeting for any member of the public to address the Oversight Board on any matter that is within the subject matter jurisdiction of the board. The Brown Act, with limited exception, does not allow the board or staff to discuss issues brought forth under Public Comments. Comments should be limited to 3 minutes per person.*

BUSINESS:

1. Presentation on legal representation and indemnification which cover Oversight Boards

Recommended Board Action:

No action is necessary at the January 15, 2013 meeting. The purpose of the agenda item is to generally discuss legal representation and indemnification relative to the Oversight Board.

This agenda contains a brief general description of each item the Oversight Board will consider. The City Clerk has on file copies of written documentation relating to each item of business on this Agenda available for public inspection. Contact the City Clerk's Office at (714) 536-5227 or view the Agenda and related materials on the City's website at <http://www.huntingtonbeachca.gov>. Materials related to an item on this Agenda submitted to the Oversight Board after distribution of the Agenda Packet are available for public inspection in the City Clerk's Office at 2000 Main Street, Huntington Beach, California during normal business hours. Such documents may also be available on the City's website subject to staff's ability to post documents before the meeting.

Special Accommodations

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the City Clerk's Office at (714) 536-5227. Notification 48 hours prior to the meeting will enable City staff to make reasonable arrangements to ensure accessibility.
(28 CFR 35.102.35.104 ADA Title II)

**2. Approval of the Due Diligence Review of the Non-Housing Redevelopment Funds;
and, adopt Resolution No. 2013-05**

Recommended Board Action:

Adopt Resolution No. 2013-05, "A Resolution of the Oversight Board to the Successor Agency to the Redevelopment Agency of the City of Huntington Beach approving and authorizing the transmittal of the Due Diligence review of Successor Agency Funds and Accounts other than the low and moderate Income Housing Fund."

3. Approve and adopt Special Meeting Minutes

Recommended Board Action:

Approve and adopt the minutes of the Oversight Board Special Meeting of January 8, 2013, and as written and on file in the office of the Secretary of the Board.

MEMBER REPORTS/ANNOUNCEMENTS:

ADJOURNMENT: The next special meeting is scheduled for Monday, April 5, 2013, 4:30 PM at City Hall, 2000 Main Street, Civic Center Lower Level, Room B-8.

**Oversight Board of the Huntington
Beach Successor Agency
to the Redevelopment Agency**

Agenda Item #1

AGENDA REPORT

Oversight Board of the Huntington Beach Successor Agency to the Redevelopment Agency

MEETING DATE: January 15, 2013

SUBJECT/ACTION: Presentation on legal representation and indemnification which cover Oversight Boards

RECOMMENDED ACTION: No action is necessary at the January 15, 2013 meeting. The purpose of the agenda item is to generally discuss legal representation and indemnification relative to the Oversight Board.

BACKGROUND:

Under AB x1 26 (Chapter 5, Statutes of 2011) the Oversight Board ("Oversight Board") to the Successor Agency to the Redevelopment Agency of the City of Huntington Beach ("Successor Agency") was established to oversee certain actions of the Successor Agency. In accordance with AB x1 26, as amended by AB 1484 (collectively, "AB 26"), staff of the City of Huntington Beach, in its capacity as Successor Agency, performs work for the Oversight Board in furtherance of the Oversight Board's duties and responsibilities. AB 26 provides that an oversight board may direct a successor agency to provide additional legal or financial advice other than what is provided by successor agency staff. AB 1484 modified AB 1x 26 to provide that the Oversight Board members are protected by the immunities applicable to public entities and public employees governed by the Government Code.

ANALYSIS:

In accordance with AB 26, staff of the City of Huntington Beach, in its capacity as Successor Agency, performs work for the Oversight Board in furtherance of the Oversight Board's duties and responsibilities. AB 26 provides that the Oversight Board may direct the Successor Agency to provide additional legal or financial advice other than what is provided by Successor Agency staff.

AB 1484 expanded the immunities applicable to oversight board members to be commensurate with other public employees. Prior to AB 1484, AB 1x 26 simply provided that "Oversight board members shall have personal immunity from suit for their actions taken within the scope of their responsibilities as oversight board members". AB 1484 modified that provision to now read "Oversight board members are protected by the immunities applicable to public entities and public employees governed by Part 1 (commencing with Section 810) and Part 2 (commencing with Section 814) of Division 3.6 of Title 1 of the Government Code [also known as the Tort Claims Act]." The State assembly floor analysis dated June 27, 2012 regarding AB 1484 states that AB 1484 shall "[p]rovide immunity for members of ...oversight boards for actions taken related to"

AB 1484. The State senate floor analyses dated June 27, 2012 regarding AB 1484 states that AB provides that oversight members are protected by the immunities applicable to public entities.

Below are a few selected provisions from the Tort Claims Act related to acts for which liability does not exist.

Govt C § 818.2. A public entity is not liable for an injury caused by adopting or failing to adopt an enactment or by failing to enforce any law.

Govt C § 818.8. A public entity is not liable for an injury caused by misrepresentation by an employee of the public entity, whether or not such misrepresentation be negligent or intentional.

Govt C § 820.2. Except as otherwise provided by statute, a public employee is not liable for an injury resulting from his act or omission where the act or omission was the result of the exercise of the discretion vested in him, whether or not such discretion be abused.

Govt C § 820.4. A public employee is not liable for his act or omission, exercising due care, in the execution or enforcement of any law. Nothing in this section exonerates a public employee from liability for false arrest or false imprisonment.

Govt C § 820.9. Members of city councils, mayors, members of boards of supervisors, members of school boards, members of governing boards of other local public entities, members of locally appointed boards and commissions, and members of locally appointed or elected advisory bodies are not vicariously liable for injuries caused by the act or omission of the public entity or advisory body. Nothing in this section exonerates an official from liability for injury caused by that individual's own wrongful conduct. Nothing in this section affects the immunity of any other public official.

Govt C § 821. A public employee is not liable for an injury caused by his adoption of or failure to adopt an enactment or by his failure to enforce an enactment.

ATTACHMENT:

None.

**Oversight Board of the Huntington
Beach Successor Agency
to the Redevelopment Agency**

Agenda Item #2

AGENDA REPORT

Oversight Board of the Huntington Beach Successor Agency to the Redevelopment Agency

MEETING DATE: January 15, 2013

SUBJECT/ACTION: Approval of the Due Diligence Review of the Non-Housing Redevelopment Funds

RECOMMENDED ACTION: Motion to:

Adopt "A Resolution of the Oversight Board to the Successor Agency to the Redevelopment Agency of the City of Huntington Beach approving and authorizing the transmittal of the Due Diligence review of Successor Agency Funds and Accounts other than the low and moderate Income Housing Fund."

BACKGROUND:

Assembly Bill 1484 (AB 1484) calls for the Oversight Board to review, approve, and transmit to the Department of Finance (Department) and the County Auditor-Controller the determination of cash available for disbursement to taxing entities from the dissolved Huntington Beach Redevelopment Agency's (Agency) non-housing funds, which, in Huntington Beach's case, is zero. This determination is made based on a due diligence review conducted by a licensed accountant. The Oversight Board held a required public comment session on the due diligence review at a special meeting held on January 8, 2013, and received no comments from the public.

The attached Independent Accountant's Report on Applying the Agreed-Upon Procedures on the Successor Agency to the dissolved Huntington Beach Redevelopment Agency (Report) presents the results of this review. The Report found there were no unobligated fund balances in the Non-Housing Redevelopment Funds for remittance to the County Auditor-Controller because all Non-Housing Redevelopment Funds are either legally restricted or needed to satisfy current obligations. The Report was provided to the Oversight Board on January 8, 2013.

ANALYSIS:

On June 27, 2012, the governor signed AB 1484 modifying provisions of the Dissolution Act and imposing new requirements on successor agencies. Section 34177(d) of the Health and Safety Code requires successor agencies to remit unobligated balances of redevelopment agency funds, including the unobligated balance of the Housing Fund, to the County Auditor-Controller for distribution to the taxing entities. Section 34179.5 to the Health and Safety Code requires successor agencies to hire a licensed accountant,

approved by the County Auditor-Controller and with experience and expertise in local government accounting to conduct two reviews a noted below to determine the unobligated balances available for transfer to taxing entities. The accounting firm Vavrinek, Trine, Day & Co., LLP (VTD) was retained by the City and approved by the County of Orange to perform the required due diligence reviews.

Two reviews are required to be performed; one for the Housing Redevelopment Funds, and one for Non-Housing Redevelopment Funds. This report is related to the Non-Housing Redevelopment Funds review. The review has been completed and submitted. The due diligence review on the Housing Redevelopment funds was approved by the Oversight board at its meeting held on November 16, 2012 as required by State law.

Section 34179.5 of the Health and Safety Code identifies the general requirements of the due diligence reviews. After its review of the law, the Governmental Accounting and Auditing Committee of the California Society of Certified Public Accountants developed Agreed-Upon Procedures to satisfy these requirements with input from the State Controller's Office and the Department. The procedures include identifying assets transferred to the Successor Agency, the City, other public agencies or private parties; identifying assets remaining; and calculating the remaining balance available. The firm followed these procedures in determining there are no Non-Housing Redevelopment Funds of the dissolved Agency to be distributed to the taxing entities.

As of September 30, 2012, the Successor Agency had Non-Housing funds totaling \$30,087,087. The Report found all of the funds are needed to satisfy obligations of the Successor Agency as follows:

Total amount of assets held by the Successor Agency as of September 30, 2012	\$30,087,087
Less assets legally restricted for uses specified by debt	(2,422,613)
Less assets that are not cash or cash equivalents (e.g., physical assets)	(21,170,451)
Less balances that are legally restricted for the funding of an enforceable obligation (net of project annual revenues available to fund those obligations)	(6,494,023)
Amount to be remitted to County for disbursement to taxing entities	<hr/> \$0

As required by Section 34179.6 of the Health and Safety Code, on December 15, 2102, staff submitted the due diligence review for the Non-Housing Redevelopment Funds to: the Oversight Board, the State Controller, the Department, and the County Auditor-Controller. By January 15, 2013, the Oversight Board is required to review, approve, and transmit to the Department and the County Auditor-Controller the determination of the amount of cash that is available for disbursement from the Non-Housing Redevelopment Funds. As confirmed in Exhibit C-5 of the Report, there is no cash available for disbursement.

The Oversight Board was required to convene a public comment session on the review and did so on January 8, 2013 and received no comments from the public. Today's Oversight Board meeting is for the purpose of requesting the Oversight Board's approval of the review of the transmittal to the required parties. The Department shall complete its review of the determination of cash available. The Successor Agency may request to meet and confer with the Department to resolve any disputes regarding the Department's review within five business days of the Department's decision.

ATTACHMENT:

1. Resolution
2. Independent Accountant's Report (Due Diligence Review of Non-Housing Redevelopment Funds)

RESOLUTION NO. 2013-05

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF HUNTINGTON BEACH APPROVING AND AUTHORIZING THE TRANSMITTAL OF THE DUE DILIGENCE REVIEW OF SUCCESSOR AGENCY FUNDS AND ACCOUNTS OTHER THAN THE LOW AND MODERATE INCOME HOUSING FUND

WHEREAS, pursuant to Health and Safety Code Section 34175(b) and the California Supreme Court's decision in *California Redevelopment Association, et al. v. Ana Matosantos, et al.* (53 Cal.4th 231(2011)), on February 1, 2012, all assets, properties, contracts, leases, books and records, buildings, and equipment of the former Redevelopment Agency of the City of Huntington Beach transferred to the control of the Successor Agency to the Redevelopment Agency of the City of Huntington Beach (the "Successor Agency") by operation of law; and

Health and Safety Code Section 34179.5(a) requires the Successor Agency to employ a licensed accountant, approved by the County Auditor-Controller and with experience and expertise in local government accounting, to conduct separate due diligence reviews for the Low and Moderate Income Housing Fund and for all other funds and accounts combined, in order to determine the unobligated balances available for transfer to taxing entities; and

The Successor Agency, with the approval of the Orange County Auditor-Controller, contracted with Vavrinek, Trine, Day and Co., LLP to perform the due diligence reviews; and

The due diligence review of the Low and Moderate Income Housing Fund was approved by the Oversight Board on November 16, 2012 and the due diligence review for the other funds and accounts of the Successor Agency ("Due Diligence Review") has since been completed; and

Pursuant to Health and Safety Code Section 34179.6(b), upon receipt of the Due Diligence Review, and at least five business days before the Oversight Board considers the approval of the Due Diligence Review, the Oversight Board must hold a public comment session (the "Public Comment Session") at which time the public has an opportunity to hear and be heard on the results of the Due Diligence Review; and

The Oversight Board must consider the opinions, if any, offered by the County Auditor-Controller on the results of the Due Diligence Review; and

On January 8, 2013, the Oversight Board held the Public Comment Session pursuant to Health and Safety Code Section 34179.6(b) and has considered the opinions, if any, offered by the County Auditor-Controller on the results of the Due Diligence Review; and

Pursuant to Health and Safety Code Section 34179.6(c), the Oversight Board must review, approve and transmit to the State Department of Finance and the County Auditor-Controller, the determination of the amount of cash and cash equivalents in the funds and accounts of the Successor Agency, other than the Low and Moderate Income Housing Fund, available for disbursement to taxing entities as determined according to the method provided in Section 34179.5. Health and Safety Code Section 34179.6(c) provides that the Oversight Board may adjust any amount provided in the Due Diligence Review to reflect additional information and analysis; and

The Oversight Board now desires to approve the Due Diligence Review that is attached to this Resolution and authorize its transmittal; and

The Oversight Board may direct staff of the Successor Agency to perform work in furtherance of the Oversight Board's duties and responsibilities; and

All other legal prerequisites to the adoption of this Resolution have occurred.

NOW, THEREFORE, the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Huntington Beach does hereby resolve as follows:

1. The Oversight Board hereby finds and determines that the foregoing recitals are true and correct.

2. The Oversight Board has received and heard all oral and written objections to the Due Diligence Review and the determination of the amount of cash and cash equivalents in the funds and accounts of the Successor Agency, other than the Low and Moderate Income Housing Fund, available for disbursement to taxing entities and all such oral and written objections are hereby overruled.

3. The Oversight Board hereby approves the Due Diligence Review.

4. Based upon the Due Diligence Review, the Oversight Board hereby determines that the amount of the cash and cash equivalents in the funds and accounts of the Successor Agency other than the Low and Moderate Income Housing Fund that is available for distribution to the taxing agencies is zero.

5. The staff of the Successor Agency is hereby directed to transmit to the State Department of Finance and the County Auditor-Controller on behalf of the Oversight Board written notice and information regarding the actions taken by this Resolution and specifically the determination of the amount of cash and cash equivalents in the funds and accounts of the Successor Agency other than the Low and Moderate Income Housing Fund that are available for distribution to taxing entities as determined by the Due Diligence Review. Such notice to the State Department of Finance shall be provided by electronic means and in a manner of the Department's choosing.

6. The staff of the Successor Agency is hereby authorized to execute and record such documents and instruments and to do any and all other things which they may deem necessary or advisable to effectuate this Resolution and any such actions previously taken are hereby ratified.

7. The Oversight Board does not intend, by adoption of this Resolution, to waive any constitutional, legal and/or equitable rights of the Oversight Board, the Successor Agency or the City of Huntington Beach under law and/or in equity by virtue of the adoption of this Resolution and actions approved and taken pursuant to this Resolution and, therefore, reserves all such rights of the Oversight Board, the Successor Agency and the City of Huntington Beach under law and/or in equity.

8. This Resolution shall take effect upon the date of its adoption.

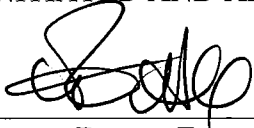
PASSED AND ADOPTED by the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Huntington Beach at a special meeting thereof held on the _____ day of _____, 2013.

Chairperson

REVIEWED AND APPROVED:

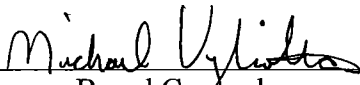
INITIATED AND APPROVED:

Executive Director



Deputy Executive Director

APPROVED AS TO FORM:



For Board Counsel

**City of Huntington Beach
Redevelopment Successor Agency**

**Independent Accountants' Report on Applying
Agreed-Upon Procedures pursuant to
AB 1484 (All Other Funds)**

September 30, 2012



**INDEPENDENT ACCOUNTANTS' REPORT ON
APPLYING AGREED-UPON PROCEDURES**

Oversight Board of the
City of Huntington Beach Redevelopment Successor Agency
Huntington Beach, California

We have performed the Agreed-Upon Procedures enumerated in Exhibit A, which were agreed to by the California State Controller's Office, the California Department of Finance, the County Auditor-Controller, and the City of Huntington Beach Redevelopment Successor Agency (Successor Agency) to determine the Successor Agency's Redevelopment Funds, ("All Other Funds") unobligated balances that are available for transfer to taxing entities, solely to assist you in ensuring that the Successor Agency is complying with its statutory requirements with respect to *Health and Safety Code* Section 34179.5. Management of the Successor Agency is responsible for the accounting records pertaining to statutory compliance pursuant to *Health and Safety Code* Section 34179.5. This Agreed-Upon Procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in the report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

Exhibit A, Exhibit B and Exhibits C through C-5 identify the procedures and findings.

We were not engaged to and did not conduct an audit, the objective of which would be the expression of an opinion as to the appropriateness of the results summarized in Exhibit A, Exhibit B, and Exhibits C through C-5. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the Successor Agency Oversight Board, the Successor Agency, the California State Controller's Office, the California Department of Finance, and the County Auditor-Controller, and is not intended to be and should not be used by anyone other than these specified parties. This restriction is not intended to limit distribution of this report, which is a matter of public record.

Vavrinek, Trine, Day & Co., LLP

Laguna Hills, California,
January 14, 2013

EXHIBIT A

CITY OF HUNTINGTON BEACH REDEVELOPMENT SUCCESSOR AGENCY AGREED UPON PROCEDURES PURSUANT TO AB 1484 - ALL OTHER FUNDS

Our findings and procedures are as follows:

A. All other funds of the Successor Agency

For the Successor Agency Funds (excluding the Low and Moderate Income Housing Fund), the following procedures were performed:

1. Obtain from the Successor Agency a listing of all assets that were transferred from the former redevelopment agency to the Successor Agency on February 1, 2012. Agree the amounts on this listing to account balances established in the accounting records of the Successor Agency. Identify in the Agreed-Upon Procedures (AUP) report the amount of the assets transferred to the Successor Agency as of that date.

Findings – We obtained from the Successor Agency a listing of all assets that were transferred from the former redevelopment agency (RDA) to the Successor Agency's Redevelopment Funds on February 1, 2012. We agreed the amounts on this listing to account balances established in the accounting records of the Successor Agency noting the total balance of all assets that were transferred to the Successor Agency on February 1, 2012, was \$12,246,191.80 and consisted of cash and cash equivalents, cash with fiscal agent, and loans receivables.

Additionally, we noted that capital assets in the form of real property were transferred on September 30, 2012, in the amount of \$6,988,462 consisting of land held for resale totaling \$5,978,103 and three parcels of land totaling \$1,010,359 from the former Redevelopment Agency to the Successor Agency Redevelopment Funds.

Lastly, we noted that land in the amount of \$14,023,000 was transferred from the City to the Successor Agency on September 30, 2012.

Assets Transferred to the Successor Agency

Transferred February 1, 2012

Cash	\$ 9,042,788.18
Cash with fiscal agent	3,039,272.81
Loans receivable	164,130.81
	<u>\$ 12,246,191.80</u>

Transferred September 30, 2012

Land	\$ 15,033,359.00
Land held for resale	5,978,103.00
	<u>\$ 21,011,462.00</u>

Total assets transferred to the Successor Agency	<u>\$ 33,257,653.80</u>
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EXHIBIT A

CITY OF HUNTINGTON BEACH REDEVELOPMENT SUCCESSOR AGENCY AGREED UPON PROCEDURES PURSUANT TO AB 1484 - ALL OTHER FUNDS

2. If the State Controller's Office has completed its review of transfers required under both Sections 34167.5 and 34178.8 and issued its report regarding such review, attach a copy of that report as an exhibit to the AUP report. If this has not yet occurred, perform the following procedures.
 - A. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the former redevelopment agency to the city, county, or city and county that formed the redevelopment agency for the period from January 1, 2011 through January 31, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.
 - B. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the Successor Agency to the city, county, or city and county that formed the redevelopment agency for the period from February 1, 2012 through September 30, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.
 - C. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required any transfer. Note in the AUP report the absence of any such legal document or the absence of language in the document that required the transfer.

Findings – The Successor Agency noted that the State Controller's Office has not completed a review of transfers required under both *Health and Safety Code* (HSC) Sections 34167.5 and 34178.8. The Successor Agency also asserted that transfers were made from the former RDA to the City in the amount of \$18,840,952 during the period of January 1, 2011 to January 31, 2012. \$4,817,951 was for loan repayments to the General Fund, pursuant to *Health and Safety Code* (HSC) Sections 33220, 33600, 33601 & 33610, and Cooperation Agreement #2011-07 and the related Promissory Note. In addition, on March 30, 2011, pursuant to Resolution #2011-17 (City) and 388 (RDA), the RDA transferred \$14,023,000 of capital assets to the City for the Waterfront. A list of the transfers for the period of January 1, 2011 to January 31, 2012 is included as Exhibit C of the AUP Report.

The Successor Agency asserted between February 1, 2012 and September 30, 2012, the City transferred assets totaling \$14,023,000 for the Waterfront property back to the Successor Agency from the City in accordance with Resolution #2012-98. This resolution required the City to transfer assets of the former RDA, from the City of Huntington Beach to the Successor Agency Redevelopment Fund. This resolution reversed the transfer previously made in accordance with Resolution #2011-17, as noted previously. A listing of the transfer for the period February 1, 2012 through September 30, 2012, is included as Exhibit C of the AUP Report.

EXHIBIT A

CITY OF HUNTINGTON BEACH REDEVELOPMENT SUCCESSOR AGENCY AGREED UPON PROCEDURES PURSUANT TO AB 1484 - ALL OTHER FUNDS

3. If the State Controller's Office has completed its review of transfers required under both Sections 34167.5 and 34178.8 and issued its report regarding such review, attach a copy of that report as an exhibit to the AUP report. If this has not yet occurred, perform the following procedures:
 - A. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) from the former redevelopment agency to any other public agency or to private parties for the period from January 1, 2011 through January 31, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.
 - B. Obtain a listing prepared by the Successor Agency of transfers (excluding payments for goods and services) [from the Successor Agency to any other public agency or private parties for the period from February 1, 2012 through September 30, 2012. For each transfer, the Successor Agency should describe the purpose of the transfer and describe in what sense the transfer was required by one of the Agency's enforceable obligations or other legal requirements. Provide this listing as an attachment to the AUP report.
 - C. For each transfer, obtain the legal document that formed the basis for the enforceable obligation that required any transfer. Note in the AUP report the absence of any such legal document or the absence of language in the document that required the transfer.

Findings – The Successor Agency asserted the State Controller's Office has not completed a review of transfers required under both Sections 34167.5 and 34178.8. The Successor Agency also asserted no transfers were made from the former RDA or the Successor Agency to any other public agency or to private parties for the period from January 1, 2011 through January 31, 2012, and the period from February 1, 2012 through September 30, 2012, respectively.

4. Perform the following procedures:
 - A. Obtain from the Successor Agency a summary of the financial transactions of the Redevelopment Agency and the Successor Agency in the format set forth in the attached schedule for the fiscal periods indicated in the schedule. For purposes of this summary, the financial transactions should be presented using the modified accrual basis of accounting. End of year balances for capital assets (in total) and long-term liabilities (in total) should be presented at the bottom of this summary schedule for information purposes.
 - B. Ascertain that for each period presented, the total of revenues, expenditures, and transfers accounts fully for the changes in equity from the previous fiscal period.
 - C. Compare amounts in the schedule relevant to the fiscal year ended September 30, 2010, to the State Controller's Report filed for the Redevelopment Agency for that period.

EXHIBIT A

CITY OF HUNTINGTON BEACH REDEVELOPMENT SUCCESSOR AGENCY AGREED UPON PROCEDURES PURSUANT TO AB 1484 - ALL OTHER FUNDS

- D. Compare amounts in the schedule for the other fiscal periods presented to account balances in the accounting records or other supporting schedules. Describe in the report the type of support provided for each fiscal period.

Findings – We obtained from the Successor Agency a summary of the financial transactions. We determined through recalculation that the total of revenues, expenditures and transfers fully accounts for the changes in equity from the previous fiscal periods. The amounts in the schedule for September 30, 2010 were agreed to the State Controller's Report filed by the Redevelopment Agency. In addition, we agreed the amounts from fiscal year ending September 30, 2011 to the audited Component Unit Financial Report, rounded to the thousands. We agreed the periods ended January 31, 2012 and September 30, 2012, to the accounting records of the former Redevelopment Agency and the Successor Agency, respectively. The summary of financial transactions is included as Exhibit B of the AUP Report.

5. Obtain from the Successor Agency a listing of all assets of the Low and Moderate Income Housing Fund as of September 30, 2012 for the report that is due October 1, 2012 and a listing of all assets of all other funds of the Successor Agency as of September 30, 2012 (excluding the previously reported assets of the Low and Moderate Income Housing Fund) for the report that is due December 15, 2012. When this procedure is applied to the Low and Moderate Income Housing Fund, the schedule attached as an exhibit will include only those assets of the Low and Moderate Income Housing Fund that were held by the Successor Agency as of September 30, 2012 and will exclude all assets held by the entity that assumed the housing function previously performed by the former redevelopment agency. Agree the assets so listed to recorded balances reflected in the accounting records of the Successor Agency. The listings should be attached as an exhibit to the appropriate AUP report.

Findings – For the Successor Agency Other Funds, we agreed the assets listed to the recorded balances reflected in the Successor Agency's accounting records. We noted the asset balances of the "All Other Funds" as of September 30, 2012, was \$30,087,087 consisting of cash and cash equivalents, cash with fiscal agent, loans receivables, land, and land held for resale. See Exhibit C-1 for the listing of assets of the "All Other Funds" as of September 30, 2012.

6. Obtain from the Successor Agency a listing of asset balances held on September 30, 2012, that are restricted for the following purposes:
- A. Unspent bond proceeds:
- Obtain the Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures, amounts set aside for debt service payments, etc.).
 - Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation (specify in the AUP report a description of such documentation).
 - Obtain from the Successor Agency a copy of the legal document that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by the Successor Agency as restricted.

EXHIBIT A

CITY OF HUNTINGTON BEACH REDEVELOPMENT SUCCESSOR AGENCY AGREED UPON PROCEDURES PURSUANT TO AB 1484 - ALL OTHER FUNDS

- B. Grant proceeds and program income that are restricted by third parties:
 - i. Obtain the Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures).
 - ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation (specify in the AUP report a description of such documentation).
 - iii. Obtain from the Successor Agency a copy of the grant agreement that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by the Successor Agency as restricted.
- C. Other assets considered to be legally restricted:
 - i. The Successor Agency's computation of the restricted balances (e.g., total proceeds less eligible project expenditures).
 - ii. Trace individual components of this computation to related account balances in the accounting records, or to other supporting documentation (specify in the AUP report a description of such documentation).
 - iii. Obtain from the Successor Agency a copy of the legal document that sets forth the restriction pertaining to these balances. Note in the AUP report the absence of language restricting the use of the balances that were identified by Successor the Agency as restricted.
- D. Attach the above mentioned Successor Agency prepared schedule(s) as an exhibit to the AUP report. For each restriction identified on these schedules, indicate in the report the period of time for which the restrictions are in effect. If the restrictions are in effect until the related assets are expended for their intended purpose, this should be indicated in the report.

Findings – The Successor Agency asserted that assets totaling \$2,422,613 were restricted as the assets represented debt service reserve requirements for the 1999 and 2002 Tax Allocation Bonds. The funds are held with a third party trustee as required by the bond covenants. We were provided copies of the official statements related to the bond reserves. We traced the recorded balances to the accounting records of the Successor Agency, noting no exceptions. See Exhibit C-2 of the AUP Report for a listing of assets that are legally restricted.

- 7. Perform the following procedures:
 - A. Obtain from the Successor Agency a listing of assets as of September 30, 2012, that are **not** liquid or otherwise available for distribution (such as capital assets, land held for resale, long-term receivables, etc.) and ascertain if the values are listed at either purchase cost (based on book value reflected in the accounting records of the Successor Agency) or market value as recently estimated by the Successor Agency.
 - B. If the assets listed at 7(A) are listed at purchase cost, trace the amounts to a previously audited financial statement (or to the accounting records of the Successor Agency) and note any differences.
 - C. For any differences noted in 7(B), inspect evidence of disposal of the asset and ascertain that the proceeds were deposited into the Successor Agency trust fund. If the differences are due to additions (this generally is not expected to occur), inspect the supporting documentation and note the circumstances.

EXHIBIT A

CITY OF HUNTINGTON BEACH REDEVELOPMENT SUCCESSOR AGENCY AGREED UPON PROCEDURES PURSUANT TO AB 1484 - ALL OTHER FUNDS

- D. If the assets listed at 7(A) are listed at recently estimated market value, inspect the evidence (if any) supporting the value and note the methodology used. If no evidence is available to support the value and/or methodology, note the lack of evidence.

Findings – The Successor Agency asserted that the Successor Agency Redevelopment Funds have land parcels totaling \$15,033,359, land held for resale totaling \$5,978,103, and notes receivables totaling \$158,988 that are considered non-liquid assets. The parcels have been transferred to the Successor Agency at historical cost and notes receivables were transferred at current receivable value. We traced the non-liquid assets to the accounting records of the Successor Agency noting no exceptions. The total of non-liquid assets is \$21,170,451. A listing of the non-liquid assets is included at Exhibit C-3 of the AUP Report.

8. Perform the following procedures:

- A. If the Successor Agency believes that asset balances need to be retained to satisfy enforceable obligations, obtain from the Successor Agency an itemized schedule of asset balances (resources) as of September 30, 2012 that are dedicated or restricted for the funding of enforceable obligations and perform the following procedures. The schedule should identify the amount dedicated or restricted, the nature of the dedication or restriction, the specific enforceable obligation to which the dedication or restriction relates, and the language in the legal document that is associated with the enforceable obligation that specifies the dedication of existing asset balances toward payment of that obligation.
- i. Compare all information on the schedule to the legal documents that form the basis for the dedication or restriction of the resource balance in question.
 - ii. Compare all current balances to the amounts reported in the accounting records of the Successor Agency or to an alternative computation.
 - iii. Compare the specified enforceable obligations to those that were included in the final Recognized Obligation Payment Schedule approved by the California Department of Finance.
 - iv. Attach as an exhibit to the report the listing obtained from the Successor Agency. Identify in the report any listed balances for which the Successor Agency was unable to provide appropriate restricting language in the legal document associated with the enforceable obligation.
- B. If the Successor Agency believes that future revenues together with balances dedicated or restricted to an enforceable obligation are insufficient to fund future obligation payments and thus retention of current balances is required, obtain from the Successor Agency a schedule of approved enforceable obligations that includes a projection of the annual spending requirements to satisfy each obligation and a projection of the annual revenues available to fund those requirements and perform the following procedures:
- i. Compare the enforceable obligations to those that were approved by the California Department of Finance. Procedures to accomplish this may include reviewing the letter from the California Department of Finance approving the Recognized Enforceable Obligation Payment Schedules for the six month period from January 1, 2012 through September 30, 2012, and for the six month period July 1, 2012 through December 31, 2012.

EXHIBIT A

CITY OF HUNTINGTON BEACH REDEVELOPMENT SUCCESSOR AGENCY AGREED UPON PROCEDURES PURSUANT TO AB 1484 - ALL OTHER FUNDS

- ii. Compare the forecasted annual spending requirements to the legal document supporting each enforceable obligation.
 - a. Obtain from the Successor Agency its assumptions relating to the forecasted annual spending requirements and disclose in the report major assumptions associated with the projections.
 - iii. For the forecasted annual revenues:
 - a. Obtain from the Successor Agency its assumptions for the forecasted annual revenues and disclose in the report major assumptions associated with the projections.
- C. If the Successor Agency believes that projected property tax revenues and other general purpose revenues to be received by the Successor Agency are insufficient to pay bond debt service payments (considering both the timing and amount of the related cash flows), obtain from the Successor Agency a schedule demonstrating this insufficiency and apply the following procedures to the information reflected in that schedule.
- i. Compare the timing and amounts of bond debt service payments to the related bond debt service schedules in the bond agreement.
 - ii. Obtain the assumptions for the forecasted property tax revenues and disclose major assumptions associated with the projections.
 - iii. Obtain the assumptions for the forecasted other general purpose revenues and disclose major assumptions associated with the projections.
- D. If procedures A, B, or C were performed, calculate the amount of current unrestricted balances necessary for retention in order to meet the enforceable obligations by performing the following procedures.
- i. Combine the amount of identified current dedicated or restricted balances and the amount of forecasted annual revenues to arrive at the amount of total resources available to fund enforceable obligations.
 - ii. Reduce the amount of total resources available by the amount forecasted for the annual spending requirements. A negative result indicates the amount of current unrestricted balances that needs to be retained.
 - iii. Include the calculation in the AUP report.

Findings – We obtained the schedule of asset balances that need to be retained to satisfy enforceable obligations. Pursuant to a cash flow prepared by the Successor Agency illustrated on Exhibit C-4, the Successor Agency identified that \$6,494,023 needed to be retained to satisfy enforceable obligations. The cash flow illustrates that the \$6,494,023 needs to be retained to satisfy enforceable obligations including two items that are the subject of meet and confer procedures with the State Department of Finance.

These two items consist of the Emerald Cove 2010 Series A Lease Revenue Refunding Bonds included in the cash flow as column 3 on page 20 and the statutory obligation for Pacific City Very Low Income Units included in the cash flow as column 30 on page 24.

EXHIBIT A

CITY OF HUNTINGTON BEACH REDEVELOPMENT SUCCESSOR AGENCY AGREED UPON PROCEDURES PURSUANT TO AB 1484 - ALL OTHER FUNDS

9. If the Successor Agency believes that cash balances as of September 30, 2012, need to be retained to satisfy obligations on the Recognized Obligation Payment Schedule (ROPS) for the period of July 1, 2012 through June 30, 2013, obtain a copy of the final ROPS for the period of July 1, 2012 through December 31, 2012, and a copy of the final ROPS for the period January 1, 2013 through June 30, 2013. For each obligation listed on the ROPS, the Successor Agency should add columns identifying (1) any dollar amounts of existing cash that are needed to satisfy that obligation, and (2) the Successor Agency's explanation as to why the Successor Agency believes that such balances are needed to satisfy the obligation. Include this schedule as an attachment to the AUP report.

Findings – We obtained the schedule of asset balances that need to be retained to satisfy enforceable obligations. Pursuant to a cash flow prepared by the Successor Agency illustrated on Exhibit C-4, the Successor Agency identified that \$6,494,023 needed to be retained to satisfy enforceable obligations. The cash flow illustrates that the \$6,494,023 needs to be retained to satisfy enforceable obligations including two items that are the subject of meet and confer procedures with the State Department of Finance.

These two items consist of the Emerald Cove 2010 Series A Lease Revenue Refunding Bonds included in the cash flow as column 3 on page 20 and the statutory obligation for Pacific City Very Low Income Units included in the cash flow as column 30 on page 24.

10. Include (or present) a schedule detailing the computation of the Balance Available for Allocation to Affected Taxing Entities. Amounts included in the calculation should agree to the results of the procedures performed in each section above. The schedule should also include a deduction to recognize amounts already paid to the County Auditor-Controller on July 12, 2012, as directed by the California Department of Finance. The amount of this deduction presented should be agreed to evidence of payment. The attached example summary schedule may be considered for this purpose. Separate schedules should be completed for the Low and Moderate Income Housing Fund and for all other funds combined (excluding the Low and Moderate Income Housing Fund).

Findings – We have included a schedule detailing management's assertion of the computed Balance Available for Allocation to Affected Taxing Entities. See Exhibit C-5.

11. Obtain a representation letter from Successor Agency management acknowledging their responsibility for the data provided to the practitioner and the data presented in the report or in any attachments to the report. Included in the representations should be an acknowledgment that management is not aware of any transfers (as defined by Section 34179.5) from either the former redevelopment agency or the Successor Agency to other parties for the period from January 1, 2011 through September 30, 2012 that have not been properly identified in the AUP report and its related exhibits. Management's refusal to sign the representation letter should be noted in the AUP report as required by attestation standards.

Findings – The Successor Agency provided a management representation letter. No exceptions were noted.

City of Huntington Beach Redevelopment Successor Agency
Pursuant To AB 1484 - All Other Funds
Summary of Financial Transactions

Exhibit B

	Redevelopment Agency 12 Months Ended 9/30/10	Redevelopment Agency 12 Months Ended 9/30/11	Unaudited Redevelopment Agency 4 Months Ended 1/31/2012	Unaudited Successor Agency 8 Months Ended 9/30/12
Assets				
Cash and Investments	\$ 11,175,988	\$ 6,795,373	\$ 14,001,933	\$ 6,494,023
Cash with Fiscal Agent	2,402,319	2,450,681	3,039,273	2,422,613
Tax Increment Receivable	4,509,650	3,866,063	-	-
Accounts Receivable	753,399	78,826	-	-
Accrued Interest Receivable	37,060	19,239	-	-
Loans Receivable	8,070,000	10,334,925	10,383,647	158,988
Due from Capital Projects Fund	1,823,575	1,836,536	1,362,614	-
Due from Debt Service Fund	4,507,706	5,514,257	3,927,706	-
Other Assets (Advances to Other Funds)	302,489	-	-	-
Land Held for Resale	6,158,399	-	-	5,978,103
Total Assets	\$ 39,740,585	\$ 30,895,900	\$ 32,715,173	\$ 15,053,727
Liabilities				
Accounts Payable	\$ 217,065	\$ 3,226,481	\$ 923,638	\$ 8,846
Deposits Payable	-	-	114,981	114,981
Other Liabilities	3,773,291	-	-	-
Deferred Revenue	10,353,740	10,219,516	10,219,516	-
Due to Capital Projects Fund	659,961	1,570,473	-	-
Due to Debt Service Fund	1,081,000	5,780,320	-	-
Due to Low/Mod Income housing Fund	4,590,320	-	5,290,320	5,290,320
Total Liabilities	\$ 20,675,377	\$ 20,796,790	\$ 16,548,455	\$ 5,414,147
Equity	19,065,208	10,099,110	16,166,718	9,639,580
Total Liabilities + Equity	\$ 39,740,585	\$ 30,895,900	\$ 32,715,173	\$ 15,053,727
Total Revenues:	\$ 22,823,373	\$ 19,236,576	\$ 7,313,828	\$ 3,491,464
Total Expenditures/Expenses:	\$ 31,336,767	\$ 28,202,674	\$ 1,246,220	\$ 5,691,012
Total Transfers:	\$ -	\$ -	\$ -	\$ -
Total Extraordinary Items:	\$ -	\$ -	\$ -	\$ 11,839,128
Net change in equity	\$ (8,513,394)	\$ (8,966,098)	\$ 6,067,608	\$ 9,639,580
Beginning Equity:	\$ 27,578,602	\$ 19,065,208	\$ 10,099,110	\$ -
Ending Equity:	\$ 19,065,208	\$ 10,099,110	\$ 16,166,718	\$ 9,639,580
Other Information (show year end balances for all three years presented):				
Capital assets as of end of year	\$ 48,777,000 (A)	\$ -	\$ -	\$ 15,033,359
Long-term debt as of end of year	\$ 139,237,000	\$ 133,399,000	\$ 129,490,040	\$ 140,033,942

(A) In fiscal year 2009-10, the Agency transferred depreciable capital assets with a net book value of \$31,624,000 for a public parking structure and blufftop restrooms. Refer to Note 12 of the audited redevelopment agency financial statements for the year ending September 30, 2011 for further detail.

City of Huntington Beach Redevelopment Successor Agency
Pursuant To AB 1484 - All Other Funds
Schedule of Asset Transfers to the City, County, or City and County, and Other Public Agencies or Private Parties

Exhibit C

DATE OF TRANSFER	DESCRIPTION OF ASSETS	RECIPIENT	\$ VALUE OF ASSETS TRANSFERRED	\$ VALUE OF ASSETS NOT SUPPORTED	PURPOSE OF TRANSFER	SOURCE DOC BASIS FOR TRANSFER
<i>Period of Jan 1, 2011 through Jan 31, 2012</i>						
1/1/2011	Cash	City of Huntington Beach General Fund	\$ 409,483		Repayment of loan outstanding to the City for the purchase of land	<i>Health and Safety Code</i> Sections 33220, 33600, 33601, 33610 and cooperation agreement #2011-07 and the related promissory note
2/28/2011	Cash	City of Huntington Beach General Fund	409,483		Repayment of loan outstanding to the City for the purchase of land	<i>Health and Safety Code</i> Sections 33220, 33600, 33601, 33610 and cooperation agreement #2011-07 and the related promissory note
3/7/2011	Cash	City of Huntington Beach General Fund	2,456,900		Repayment of loan outstanding to the City for the purchase of land	<i>Health and Safety Code</i> Sections 33220, 33600, 33601, 33610 and cooperation agreement #2011-07 and the related promissory note
3/31/2011	Cash	City of Huntington Beach General Fund	409,483		Repayment of loan outstanding to the City for the purchase of land	<i>Health and Safety Code</i> Sections 33220, 33600, 33601, 33610 and cooperation agreement #2011-07 and the related promissory note
9/29/2011	Cash	City of Huntington Beach General Fund	1,132,602		Repayment of loan outstanding to the City for the purchase of land	<i>Health and Safety Code</i> Sections 33220, 33600, 33601, 33610 and cooperation agreement #2011-07 and the related promissory note
3/7/2011	Waterfront	City of Huntington Beach	14,023,000		Resolution # 2011-17 See Footnote 1	Disposition and development agreement by and between the Redevelopment Agency of the City of Huntington Beach and PCH Beach Resort, LLC dated April 4, 2001, City Council Resolutions # 2011-17 & 2011-18 and Redevelopment Agency Resolution #s 387 & 388.
			\$ 18,840,952			
<i>Period of Feb 1, 2012 through September 30, 2012</i>						
9/30/2012	Waterfront	Successor Agency	(14,023,000)		Footnote 1	Reversal of transfer for disposition and development agreement.
	TOTAL		\$ 4,817,952	\$ -		
Footnote 1	The \$14,023,000 waterfront property is an asset of the Successor Agency as of September 30, 2012.					

City of Huntington Beach Redevelopment Successor Agency
All Other Funds - Listing of Assets
As of September 30, 2012 - Unaudited

Note: Excludes all assets held by the entity that assumed the housing function of the former RDA

Assets

Cash and investments

Cash with Treasurer	\$	6,494,023	
Total			\$ 6,494,023

Cash/investments w/ Fiscal Agent

1999 TABS Cash with Fiscal Agent	753,775	
202 TABS Cash with Fiscal Agent	1,668,838	
Total		2,422,613

Other assets

Auto BID Loan Receivable	43,572	
NF Loan Receivable	115,416	
Land	15,033,359	*
Land Held for Resale	5,978,104	
Total		21,170,451

TOTAL ASSETS AT 9/30/2012:	\$	30,087,087
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* Includes the \$14,023,000 land as noted in Exhibit C.

City of Huntington Beach Redevelopment Successor Agency
Pursuant To AB 1484 - All Other Funds
Legally Restricted Amounts

Exhibit C-2

ITEM	DESCRIPTION	ACCOUNT	AMOUNT	PURPOSE/DOC SOURCE/LEGAL DOCUMENT	PERIOD OF RESTRICTION
A	Unspent Bond Proceeds <i>None</i>				
B	Grant proceeds and program income restrict by third parties <i>None</i>				
C	Other assets / Debt Service				
a	1999 TABS Bond Reserve held with Fiscal Agent	35010835	\$ 753,775	1999 Tax Allocation Bonds Official Statement dated January 12, 1999 debt reserve funds	August 1, 2024
b	2002 TABS Bond Reserve held with Fiscal Agent	35010845	1,668,838	2002 Tax Allocation Bonds Official Statement dated June 19, 2002 debt reserve funds	August 1, 2024
Total			<u>\$ 2,422,613</u>		

City of Huntington Beach Redevelopment Successor Agency
Pursuant To AB 1484 - All Other Funds
Non Liquid Assets - All Other Funds

Exhibit C-3

ITEM	DESCRIPTION	GL ACCT NO	AMOUNT	VALUE METHOD (COST OR MARKET)
A	Capital Assets			
	1 10 foot remnant of land	661.18100	\$ 259,000	Cost
	2 Surf Museum, 411 Olive Avenue	661.18100	286,301	Cost
	3 Gothard/Center (Westminster Parcel)	661.18100	465,059	Cost
	4 Waterfront	661.18100	14,023,000	Cost
B	Land Held for Resale			
	1 Center Ave. near McFadden*	350.18160	1,084,074	Cost
	2 South side of Edinger Avenue and East of Parkside	350.18160	664,582	Cost
	3 Northwest corner of Aldrich and Parkside	350.18160	753,180	Cost
	4 7872 Edinger Avenue	350.18160	3,476,267	Cost
C	Long Term Receivables			
	1 Auto BID Loan Receivable	350.14100, 350.14102	43,572	Current balance as of September 30, 2012
	2 NF Huntington Loan Receivable	350.14100, 350.13299	115,416	Current balance as of September 30, 2012
	Total		<u>\$ 21,170,451</u>	

* Current under construction as a public skate park

Summary -
Summary of 5 Year Cash Flow/ RPTTF Funding Forecast
Successor Agency to Huntington Beach Redevelopment Agency

		1	2	3	5	6	7	8	9	10	11	12
						Certificate of Compliance						
Fiscal Year	Payment Date	Semi Annual Property Tax	Less Debt Service, Bond Fees, Loan Repayments, Other Costs & Unpaid Pass Throughs	Less Admin Allowance	Subtotal Over/ (Under)	Less SERAF 2009/2010 Repayment	Less ROPS Items 41-49 Repayment	Less City GF Loan Repayment	Less City Emerald Cove Land Repayment	Subtotal Over/ (Under)	Transfer From 80% Funds	Annual Distribution
2011-12	Jan-12	8,260,099	7,457,973	250,000	552,126	-	-	-	-	552,126		552,126
2012-13	Jun-12	3,428,586	5,580,531	-	(2,151,945)	-	-	-	-	(2,151,945)		(2,151,945)
	Jan-13	7,012,392	13,613,218	304,106	(6,904,932)	-	-	-	-	(6,904,932)	6,494,023	(410,909)
2013-14	Jun-13	4,106,000	1,879,905	125,000	2,101,095	-	-	-	-	2,101,095	-	2,101,095
	Jan-14	7,970,000	4,773,775	143,213	3,053,012	1,526,505	-	-	-	1,526,507	-	1,526,507
2014-15	Jun-14	4,106,000	4,074,301	125,000	(93,301)	-	-	-	-	(93,301)	-	(93,301)
	Jan-15	7,970,000	3,274,560	125,000	4,570,440	2,285,218	-	-	-	2,285,222	-	2,285,222
2015-16	Jun-15	4,106,000	3,202,629	125,000	778,371	272,221	93,571	-	-	412,578	-	412,578
	Jan-16	7,970,000	4,405,242	132,157	3,432,600	-	1,373,040	-	-	2,059,560	-	2,059,560
2016-17	Jun-16	4,106,000	3,240,114	125,000	740,886	-	296,354	-	-	444,532	-	444,532
	Jan-17	7,970,000	4,443,626	133,309	3,393,066	-	1,357,226	-	-	2,035,840	-	2,035,840
2017-18	Jun-17	4,308,000	3,278,513	125,000	904,487	-	361,794	-	-	542,692	-	542,692
	Jan-18	8,363,000	4,494,260	134,828	3,733,912	-	1,493,565	-	-	2,240,347	-	2,240,347

Table 1
Cash Flow/ RPTTF Funding Forecast
Successor Agency to Huntington Beach Redevelopment Agency

		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	
												Certificate of Completion Received							
Fiscal Year	Payment Date	Semi Annual Property Tax	Bond Debt Service	Bond Fees	Other Loan Repayments	Other Costs	Unpaid Pass Throughs	Admin Allowance	Agency Expenditures Oct 2011-Jan 2012	Costs Subtotal	Subtotal (Under)	Over/ (Under)	Less SERAF 2009/2010 Repayment	Less ROPS Items 41-49 Repayment	Less City GF Loan Repayment	Less City Loan Repayment Emerald Cove Land OPA	Subtotal Over/ (Under)	Transfer From 80% Funds	Annual Distribution
2011-12	Jan-12	8,260,099	2,794,176	376,786	753,510	692,378	2,653,000	250,000	188,123	7,707,973	552,126	-	-	-	-		552,126		552,126
2012-13	Jun-12	3,428,586	2,689,152	371,708	2,045,779	473,892	-	-	-	5,580,531	(2,151,945)	-	-	-	-		(2,151,945)		(2,151,945)
	Jan-13	7,012,392	3,216,671	1,577,060	1,998,487	6,821,000	-	304,106	-	13,917,324	(6,904,932)	-	-	-	-		(6,904,932)	6,494,023	(410,909)
2013-14	Jun-13	4,106,000	-	734,936	942,420	202,549	-	125,000	-	2,004,905	2,101,095	-	-	-	-		2,101,095	-	2,101,095
	Jan-14	7,970,000	3,237,642	5,160	1,496,008	34,965	-	143,213	-	4,916,988	3,053,012	1,526,505	-	-	-	-	1,526,507	-	1,526,507
2014-15	Jun-14	4,106,000	-	734,936	3,163,504	175,861	-	125,000	-	4,199,301	(93,301)	-	-	-	-		(93,301)	-	(93,301)
	Jan-15	7,970,000	3,248,400	5,160	6,000	15,000	-	125,000	-	3,399,560	4,570,440	2,285,218	-	-	-	-	2,285,222	-	2,285,222
2015-16	Jun-15	4,106,000	-	734,936	2,310,534	157,159	-	125,000	-	3,327,629	778,371	272,221	93,571	-	-		412,578	-	412,578
	Jan-16	7,970,000	3,287,963	5,160	1,112,119	-	-	132,157	-	4,537,400	3,432,600	-	1,373,040	-	-		2,059,560	-	2,059,560
2016-17	Jun-16	4,106,000	-	734,936	2,342,492	162,686	-	125,000	-	3,365,114	740,886	-	296,354	-	-		444,532	-	444,532
	Jan-17	7,970,000	3,302,033	5,160	1,136,433	-	-	133,309	-	4,576,934	3,393,066	-	1,357,226	-	-		2,035,840	-	2,035,840
2017-18	Jun-17	4,308,000	-	734,936	2,375,089	168,488	-	125,000	-	3,403,513	904,487	-	361,794	-	-		542,692	-	542,692
	Jan-18	8,363,000	3,318,868	5,160	1,155,233	15,000	-	134,828	-	4,629,088	3,733,912	-	1,493,565	-	-		2,240,347	-	2,240,347
2018-19	Jun-18	4,308,000	-	-	2,402,337	174,581	-	125,000	-	2,701,918	1,606,082	-	642,433	-	-		963,649	-	963,649
	Jan-19	8,363,000	3,345,647	5,160	1,180,528	-	-	135,940	-	4,667,275	3,695,725	-	1,478,290	-	-		2,217,435	-	2,217,435
2019-20	Jun-19	4,308,000	-	-	2,436,251	180,978	-	125,000	-	2,742,229	1,565,771	-	626,308	-	-		939,463	-	939,463
	Jan-20	8,363,000	1,878,666	5,160	1,206,330	-	-	125,000	-	3,215,156	5,147,844	-	2,059,138	-	-		3,088,706	-	3,088,706
2020-21	Jun-20	4,308,000	-	-	2,470,843	187,696	-	125,000	-	2,783,539	1,524,461	-	609,784	-	-		914,677	-	914,677
	Jan-21	8,363,000	1,875,425	5,160	1,232,648	15,000	-	125,000	-	3,253,233	5,109,767	-	2,043,906	-	-		3,065,861	-	3,065,861
2021-22	Jun-21	4,308,000	-	-	2,506,127	194,749	-	125,000	-	2,825,876	1,482,124	-	592,850	-	-		889,275	-	889,275
	Jan-22	8,363,000	1,468,250	5,160	1,259,492	-	-	125,000	-	2,857,902	5,505,098	-	2,202,038	-	-		3,303,060	-	3,303,060
2022-23	Jun-22	4,308,000	-	-	2,542,116	202,154	-	125,000	-	2,869,270	1,438,730	-	575,491	-	-		863,238	-	863,238
	Jan-23	8,363,000	1,469,250	5,160	1,286,873	-	-	125,000	-	2,886,283	5,476,717	-	2,190,686	-	-		3,286,030	-	3,286,030
2023-24	Jun-23	4,308,000	-	-	2,578,825	209,930	-	125,000	-	2,913,755	1,394,245	-	557,698	-	-		836,547	-	836,547
	Jan-24	8,363,000	1,197,000	5,160	1,314,802	15,000	-	125,000	-	2,656,962	5,706,038	-	2,282,415	-	-		3,423,623	-	3,423,623
2024-25	Jun-24	4,308,000	-	-	2,616,269	218,095	-	125,000	-	2,959,364	1,348,636	-	539,454	-	-		809,182	-	809,182
	Jan-25	8,363,000	1,168,500	5,160	1,343,289	-	-	125,000	-	2,641,949	5,721,051	-	2,288,420	-	-		3,432,631	-	3,432,631
2025-26	Jun-25	4,308,000	-	-	2,020,528	226,668	-	125,000	-	2,372,196	1,935,804	-	774,321	-	-		1,161,483	-	1,161,483
	Jan-26	8,363,000	-	-	1,372,346	-	-	125,000	-	1,497,346	6,865,654	-	2,746,262	-	-		4,119,392	-	4,119,392
2026-27	Jun-26	4,308,000	-	-	752,479	235,670	-	125,000	-	1,113,149	3,194,851	-	1,277,940	-	-		1,916,911	-	1,916,911

Table 1
Cash Flow/ RPTTF Funding Forecast
Successor Agency to Huntington Beach Redevelopment Agency

		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
			Certificate of Completion Received															
Fiscal Year	Payment Date	Semi Annual Property Tax	Bond Debt Service	Bond Fees	Other Loan Repayments	Other Costs	Unpaid Pass Throughs	Admin Allowance	Agency Expenditures Oct 2011-Jan 2012	Costs Subtotal	Subtotal (Under)	Over/ 2009/2010 Repayment	Less ROPS Items 41-49 Repayment	Less City GF Loan Repayment	Less City Loan Repayment Emerald Cove Land OPA	Subtotal Over/ (Under)	Transfer From 80% Funds	Annual Distribution
2027-28	Jan-27	8,363,000	-	-	1,401,984	15,000	-	125,000	-	1,541,984	6,821,016	-	2,728,406	-	-	4,092,610	-	4,092,610
	Jun-27	4,308,000	-	-	752,479	245,122	-	125,000	-	1,122,601	3,185,399	-	1,274,159	-	-	1,911,240	-	1,911,240
2028-29	Jan-28	8,363,000	-	-	1,432,215	-	-	125,000	-	1,557,215	6,805,785	-	2,722,314	-	-	4,083,471	-	4,083,471
	Jun-28	4,308,000	-	-	752,479	255,046	-	125,000	-	1,132,525	3,175,475	-	1,270,190	-	-	1,905,285	-	1,905,285
2029-30	Jan-29	8,363,000	-	-	1,463,050	-	-	125,000	-	1,588,050	6,774,950	-	2,709,979	-	-	4,064,970	-	4,064,970
	Jun-29	4,308,000	-	-	752,479	265,467	-	125,000	-	1,142,946	3,165,054	-	1,266,022	-	-	1,899,033	-	1,899,033
2030-31	Jan-30	8,363,000	-	-	1,494,503	15,000	-	125,000	-	1,634,503	6,728,497	-	2,691,398	-	-	4,037,099	-	4,037,099
	Jun-30	4,308,000	-	-	752,479	276,408	-	125,000	-	1,153,887	3,154,113	-	1,261,645	-	-	1,892,468	-	1,892,468
2031-32	Jan-31	8,363,000	-	-	1,526,584	-	-	125,000	-	1,651,584	6,711,416	-	2,684,566	-	-	4,026,850	-	4,026,850
	Jun-31	4,308,000	-	-	752,479	287,897	-	125,000	-	1,165,376	3,142,624	-	1,257,049	-	-	1,885,575	-	1,885,575
2032-33	Jan-32	8,363,000	-	-	1,559,307	-	-	125,000	-	1,684,307	6,678,693	-	2,671,477	-	-	4,007,216	-	4,007,216
	Jun-32	4,308,000	-	-	752,479	299,960	-	125,000	-	1,177,439	3,130,561	-	1,252,224	-	-	1,878,337	-	1,878,337
2033-34	Jan-33	8,363,000	-	-	1,592,684	15,000	-	125,000	-	1,732,684	6,630,316	-	2,652,126	-	-	3,978,190	-	3,978,190
	Jun-33	4,308,000	-	-	750,675	312,627	-	125,000	-	1,188,302	3,119,698	-	1,247,879	-	-	1,871,819	-	1,871,819
2034-35	Jan-34	8,363,000	-	-	532,514	-	-	125,000	-	657,514	7,705,486	-	3,082,194	-	-	4,623,292	-	4,623,292
	Jun-34	4,308,000	-	-	-	325,926	-	125,000	-	450,926	3,857,074	-	1,542,829	-	-	2,314,245	-	2,314,245
2035-36	Jan-35	8,363,000	-	-	-	-	-	-	-	-	8,363,000	-	3,345,200	-	-	5,017,800	-	5,017,800
	Jun-35	4,308,000	-	-	-	339,891	-	125,000	-	464,891	3,843,109	-	1,537,243	-	-	2,305,866	-	2,305,866
2036-37	Jan-36	8,363,000	-	-	-	15,000	-	125,000	-	140,000	8,223,000	-	3,289,200	-	-	4,933,800	-	4,933,800
	Jun-36	2,227,000	-	-	-	354,554	-	125,000	-	479,554	1,747,446	-	698,978	-	-	1,048,468	-	1,048,468
2037-38	Jan-37	4,323,000	-	-	-	-	-	-	-	-	4,323,000	-	1,729,200	-	-	2,593,800	-	2,593,800
	Jun-37	-	-	-	-	369,950	-	125,000	-	494,950	(494,950)	-	-	-	-	(494,950)	-	(494,950)
	Jan-38	-	-	-	-	-	-	-	-	-	0	-	-	-	-	0	-	0
Total Funds Needed																	6,494,023	

Table 2
Cash Flow/ RPTTF Funding Forecast - Funds On Hand
Successor Agency to Huntington Beach Redevelopment Agency

		18	19	20	21	22	23
Funds On Hand - 80% Tax Increment Revenues (Excluding Bond Proceeds)							
Fiscal Year	Payment Date	Beginning Balance	Annual Interest Earnings 0.525%	Transferred Proceeds	Use for ROPS Funding	Transfer to Taxing Entities	Ending Balance
as of 9/30/2012		6,494,023	-	-	-	-	6,494,023
2012-13	Jan-13	6,494,023	-	-	(6,494,023)	0	-
	Jun-13	-	-	-	0	0	-
2013-14	Jan-14	-	-	-	0	0	-
	Jun-14	-	-	-	0	0	-
2014-15	Jan-15	-	-	-	0	0	-
	Jun-15	-	-	-	0	0	-
2015-16	Jan-16	-	-	-	0	0	-
	Jun-16	-	-	-	0	0	-
2016-17	Jan-17	-	-	-	0	0	-
	Jun-17	-	-	-	0	0	-
2017-18	Jan-18	-	-	-	0	0	-
	Jun-18	-	-	-	0	0	-
2018-19	Jan-19	-	-	-	0	0	-
	Jun-19	-	-	-	0	0	-
2019-20	Jan-20	-	-	-	0	0	-
	Jun-20	-	-	-	0	0	-
2020-21	Jan-21	-	-	-	0	0	-
	Jun-21	-	-	-	0	0	-
2021-22	Jan-22	-	-	-	0	0	-
	Jun-22	-	-	-	0	0	-
2022-23	Jan-23	-	-	-	0	0	-
	Jun-23	-	-	-	0	0	-
2023-24	Jan-24	-	-	-	0	0	-
	Jun-24	-	-	-	0	0	-
2024-25	Jan-25	-	-	-	0	0	-
	Jun-25	-	-	-	0	0	-
2025-26	Jan-26	-	-	-	0	0	-
	Jun-26	-	-	-	0	0	-

Table 2
Cash Flow/ RPTTF Funding Forecast - Funds On Hand
Successor Agency to Huntington Beach Redevelopment Agency

		18	19	20	21	22	23
Funds On Hand - 80% Tax Increment Revenues (Excluding Bond Proceeds)							
Fiscal Year	Payment Date	Beginning Balance	Annual Interest Earnings 0.525%	Transferred Proceeds	Use for ROPS Funding	Transfer to Taxing Entities	Ending Balance
2026-27	Jan-27	-	-	-	0	0	-
	Jun-27	-	-	-	0	0	-
2027-28	Jan-28	-	-	-	0	0	-
	Jun-28	-	-	-	0	0	-
2028-29	Jan-29	-	-	-	0	0	-
	Jun-29	-	-	-	0	0	-
2029-30	Jan-30	-	-	-	0	0	-
	Jun-30	-	-	-	0	0	-
2030-31	Jan-31	-	-	-	0	0	-
	Jun-31	-	-	-	0	0	-
2031-32	Jan-32	-	-	-	0	0	-
	Jun-32	-	-	-	0	0	-
2032-33	Jan-33	-	-	-	0	0	-
	Jun-33	-	-	-	0	0	-
2033-34	Jan-34	-	-	-	0	0	-
	Jun-34	-	-	-	0	0	-
2034-35	Jan-35	-	-	-	0	0	-
	Jun-35	-	-	-	0	0	-
2035-36	Jan-36	-	-	-	0	0	-
	Jun-36	-	-	-	0	0	-
2036-37	Jan-37	-	-	-	0	0	-
	Jun-37	-	-	-	0	0	-
2036-37	Jan-38	-	-	-	0	0	-
Totals					(6,494,023)	0	

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Exhibit C-4 (Continued)

Successor Agency to Huntington Beach Redevelopment Agency		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
ROPS3 Line Item		3.00	4.00	12.00	13.00		2.00	5.00	6.00	7.00	8.00	9.00	10.00	11.00	ROPS1	
Enforceable Obligation Description				Emerald Cove 2010 Ser A Lease Rev Refunding Bonds (Scenario 2)	HUD Sec 108 Infrastructure Loan Hyatt Hilton Bank of NY Mellon	Bond Debt Service	Hyatt Regency DDA Robert Mayer Corp	2002 TAB Arbitrage Compliance Rebate Calculation	1999 TAB Arbitrage Compliance Rebate Calculation	2002 TAB IRS Arbitrage Rebate Payment	2002 TAB Fiscal Agent Fee	1999 TAB Fiscal Agent Fee	2002 TAB Continuing Disclosure	1999 TAB Continuing Disclosure	ROPS1: 2002 TAB AMBAC Master Repurchase Agreement	Bond Fees
Amount Outstanding per ROPS3		\$ 16,329,113	\$ 7,472,947	\$ 3,649,634	\$ 3,025,000	\$ 30,476,694	\$ 5,433,057	\$ 500	\$ 500	\$ 528,754	\$ 1,537	\$ 848	\$ 250	\$ 1,525	--	\$ 5,966,971
Termination Date		8/1/2024	8/1/2024	9/1/2021	8/1/2019	--	9/30/2023	11/17/2013	11/17/2013	8/1/2016	8/1/2024	8/1/2024	7/7/2012	7/7/2012	--	--
2011-12	ROPS1 Jan-12	1,635,738	748,088	-	410,350	2,794,176	368,626	500	500	-	1,537	848	250	1,525	3,000	376,786
2012-13	ROPS2 Jun-12	1,315,369	599,044	404,564	370,175	2,689,152	367,896	500	-	-	1,537	-	250	1,525	-	371,708
	ROPS3 Jan-13	1,640,938	743,289	404,932	427,512	3,216,671	1,043,146	500	500	528,754	1,537	848	250	1,525	-	1,577,060
2013-14	Jun-13	-	-	-	-	-	734,936	-	-	-	-	-	-	-	-	734,936
	Jan-14	1,638,038	747,364	404,419	447,822	3,237,642	-	500	500	-	1,537	848	250	1,525	-	5,160
2014-15	Jun-14	-	-	-	-	-	734,936	-	-	-	-	-	-	-	-	734,936
	Jan-15	1,627,138	749,824	405,367	466,072	3,248,400	-	500	500	-	1,537	848	250	1,525	-	5,160
2015-16	Jun-15	-	-	-	-	-	734,936	-	-	-	-	-	-	-	-	734,936
	Jan-16	1,644,750	750,617	405,324	487,272	3,287,963	-	500	500	-	1,537	848	250	1,525	-	5,160
2016-17	Jun-16	-	-	-	-	-	734,936	-	-	-	-	-	-	-	-	734,936
	Jan-17	1,640,750	749,699	405,750	505,834	3,302,033	-	500	500	-	1,537	848	250	1,525	-	5,160
2017-18	Jun-17	-	-	-	-	-	734,936	-	-	-	-	-	-	-	-	734,936
	Jan-18	1,639,000	752,155	405,265	522,448	3,318,868	-	500	500	-	1,537	848	250	1,525	-	5,160
2018-19	Jun-18	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-19	1,649,250	753,000	406,237	537,160	3,345,647	-	500	500	-	1,537	848	250	1,525	-	5,160
2019-20	Jun-19	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-20	1,010,750	461,750	406,166	-	1,878,666	-	500	500	-	1,537	848	250	1,525	-	5,160
2020-21	Jun-20	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-21	1,010,750	458,500	406,175	-	1,875,425	-	500	500	-	1,537	848	250	1,525	-	5,160
2021-22	Jun-21	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-22	1,003,750	464,500	-	-	1,468,250	-	500	500	-	1,537	848	250	1,525	-	5,160
2022-23	Jun-22	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-23	1,005,000	464,250	-	-	1,469,250	-	500	500	-	1,537	848	250	1,525	-	5,160
2023-24	Jun-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-24	819,000	378,000	-	-	1,197,000	-	500	500	-	1,537	848	250	1,525	-	5,160
2024-25	Jun-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-25	799,500	369,000	-	-	1,168,500	-	500	500	-	1,537	848	250	1,525	-	5,160
2025-26	Jun-25	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-26	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2026-27	Jun-26	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Exhibit C-4 (Continued)

Successor Agency to Huntington Beach Redevelopment Agency		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
ROPS3 Line Item		3.00	4.00	12.00	13.00		2.00	5.00	6.00	7.00	8.00	9.00	10.00	11.00	ROPS1	
Enforceable Obligation Description				Emerald Cove 2010 Ser A Lease Rev Refunding Bonds (Scenario 2)	HUD Sec 108 Infrastructure Loan Hyatt Hilton Bank of NY Mellon	Bond Debt Service	Hyatt Regency DDA Robert Mayer Corp	2002 TAB Arbitrage Compliance Rebate Calculation	1999 TAB Arbitrage Compliance Rebate Calculation	2002 TAB IRS Arbitrage Rebate Payment	2002 TAB Fiscal Agent Fee	1999 TAB Fiscal Agent Fee	2002 TAB Continuing Disclosure	1999 TAB Continuing Disclosure	ROPS1: 2002 TAB AMBAC Master Repurchase Agreement	Bond Fees
Amount Outstanding per ROPS3		\$ 16,329,113	\$ 7,472,947	\$ 3,649,634	\$ 3,025,000	\$ 30,476,694	\$ 5,433,057	\$ 500	\$ 500	\$ 528,754	\$ 1,537	\$ 848	\$ 250	\$ 1,525	--	\$ 5,966,971
Termination Date		8/1/2024	8/1/2024	9/1/2021	8/1/2019	--	9/30/2023	11/17/2013	11/17/2013	8/1/2016	8/1/2024	8/1/2024	7/7/2012	7/7/2012	--	--
2027-28	Jan-27	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-27	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-28	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-28	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-29	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-29	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-30	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-30	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-31	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-31	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-32	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-32	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-33	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-33	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-34	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-34	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-35	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-35	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-36	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-36	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2037-38	Jan-37	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-37	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2037-38	Jan-38	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-38	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTALS		20,079,720	9,189,079	4,054,198	4,174,645	37,497,642	5,454,348	7,500	7,000	528,754	23,055	11,872	3,750	22,875	3,000	6,062,154

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Exhibit C-4 (Continued)

Successor Agency to
Huntington Beach
Redevelopment Agency

Redevelopment Agency		16	17	18	19	20	21	22	23	24	25	26	27	28	29												
ROPS3 Line Item		1.00	14.00	15.00	16.00	21.00	29.00	30.00	32.00	ROPS1		19.00	20.00	ROPS5													
Enforceable Obligation Description	Land Sale Emerald Cove OPA Loan Repayment																										
	Disallowed Pending Cert of Completion																										
	Strand Hotel & Mixed Use Parking Group & KBB				Pacific City OPA Makar Properties & KBB	Abdelmudi OPA Rent Differential Agreement	Bella Terra Parking Infrastructure PTax Sharing	Bella Terra Ph II Affordable Hsg Agreement (BTDJM & KBB)	Operative Agreement Huntington Beach RP (Disallowed)	ROPS1: City Operative Agreements (Various)	Subtotal of Other Loan Repayments	SERAF Debt Obligation 2009	SERAF Debt Obligation 2010	Certificate of Completion City GF Loan Repayments	Total Other Loan Repayments												
Amount Outstanding per ROPS3	\$	5,676,433	\$	13,344,723	\$	1,039,285	\$	5,520,000	\$	6,000	\$	13,847,382	\$	27,438,830	\$	283,211	--	\$	67,155,864	\$	3,331,300	\$	703,413	\$	17,512,346	\$	88,702,922
Termination Date	10/1/2030	9/30/2033	9/30/2033	FY 2030-31	12/31/2017	9/30/2025	7/1/2036	10/1/2030	--	--		FY 2014-15	FY 2015-16	--	--												
2011-12	ROPS1 Jan-12	-	677,903	49,576	-	4,812	-	-	21,219	-	753,510	-	-	-	753,510												
2012-13	ROPS2 Jun-12	-	685,403	49,576	20,000	6,000	1,277,600	7,200	-	-	2,045,779	-	-	-	2,045,779												
	ROPS3 Jan-13	-	702,903	49,576	20,000	6,000	1,210,008	10,000	-	-	1,998,487	-	-	-	1,998,487												
2013-14	Jun-13	-	702,903	49,576	-	6,000	183,941	-	-	-	942,420	-	-	-	942,420												
	Jan-14	-	-	-	-	6,000	1,490,008	-	-	-	1,496,008	1,526,505	-	-	3,022,513												
2014-15	Jun-14	-	702,903	49,576	-	6,000	1,520,724	884,301	-	-	3,163,504	-	-	-	3,163,504												
	Jan-15	-	-	-	-	6,000	-	-	-	-	6,000	1,841,468	443,750	-	2,291,218												
2015-16	Jun-15	-	702,903	49,576	-	6,000	1,552,055	-	-	-	2,310,534	-	272,221	-	2,582,755												
	Jan-16	-	-	-	-	6,000	-	1,106,119	-	-	1,112,119	-	-	-	1,112,119												
2016-17	Jun-16	-	702,903	49,576	-	6,000	1,584,013	-	-	-	2,342,492	-	-	-	2,342,492												
	Jan-17	-	-	-	-	6,000	-	1,130,433	-	-	1,136,433	-	-	-	1,136,433												
2017-18	Jun-17	-	702,903	49,576	-	6,000	1,616,610	-	-	-	2,375,089	-	-	-	2,375,089												
	Jan-18	-	-	-	-	-	-	1,155,233	-	-	1,155,233	-	-	-	1,155,233												
2018-19	Jun-18	-	702,903	49,576	-	-	1,649,858	-	-	-	2,402,337	-	-	-	2,402,337												
	Jan-19	-	-	-	-	-	-	1,180,528	-	-	1,180,528	-	-	-	1,180,528												
2019-20	Jun-19	-	702,903	49,576	-	-	1,683,772	-	-	-	2,436,251	-	-	-	2,436,251												
	Jan-20	-	-	-	-	-	-	1,206,330	-	-	1,206,330	-	-	-	1,206,330												
2020-21	Jun-20	-	702,903	49,576	-	-	1,718,364	-	-	-	2,470,843	-	-	-	2,470,843												
	Jan-21	-	-	-	-	-	-	1,232,648	-	-	1,232,648	-	-	-	1,232,648												
2021-22	Jun-21	-	702,903	49,576	-	-	1,753,648	-	-	-	2,506,127	-	-	-	2,506,127												
	Jan-22	-	-	-	-	-	-	1,259,492	-	-	1,259,492	-	-	-	1,259,492												
2022-23	Jun-22	-	702,903	49,576	-	-	1,789,637	-	-	-	2,542,116	-	-	-	2,542,116												
	Jan-23	-	-	-	-	-	-	1,286,873	-	-	1,286,873	-	-	-	1,286,873												
2023-24	Jun-23	-	702,903	49,576	-	-	1,826,346	-	-	-	2,578,825	-	-	-	2,578,825												
	Jan-24	-	-	-	-	-	-	1,314,802	-	-	1,314,802	-	-	-	1,314,802												
2024-25	Jun-24	-	702,903	49,576	-	-	1,863,790	-	-	-	2,616,269	-	-	-	2,616,269												
	Jan-25	-	-	-	-	-	-	1,343,289	-	-	1,343,289	-	-	-	1,343,289												
2025-26	Jun-25	-	702,903	49,576	-	-	1,268,049	-	-	-	2,020,528	-	-	-	2,020,528												
	Jan-26	-	-	-	-	-	-	1,372,346	-	-	1,372,346	-	-	-	1,372,346												
2026-27	Jun-26	-	702,903	49,576	-	-	-	-	-	-	752,479	-	-	-	752,479												

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Successor Agency to
Huntington Beach

Redevelopment Agency	16	17	18	19	20	21	22	23	24	25	26	27	28	29
ROPS3 Line Item	1.00	14.00	15.00	16.00	21.00	29.00	30.00	32.00	ROPS1		19.00	20.00	ROPS5	
Enforceable Obligation Description	Land Sale Emerald Cove OPA Loan Repayment Disallowed Pending Cert of Completion	Strand Hotel & Mixed Use Parking & Infrastructure CIM Group & KBB	Strand Additional Parking CIM Group	Pacific City OPA Makar Properties & KBB	Abdelmudi OPA Rent Differential Agreement	Bella Terra Parking Infrastructure PTax Sharing	Bella Terra Ph II Affordable Hsg Agreement (BTDJM & KBB)	Operative Agreement Huntington Beach RP (Disallowed)	ROPS1: City Operative Agreements (Various)	Subtotal of Other Loan Repayments	SERAF Debt Obligation 2009	SERAF Debt Obligation 2010	Certificate of Completion City GF Loan Repayments	Total Other Loan Repayments
Amount Outstanding per ROPS3	\$ 5,676,433	\$ 13,344,723	\$ 1,039,285	\$ 5,520,000	\$ 6,000	\$ 13,847,382	\$ 27,438,830	\$ 283,211	--	\$ 67,155,864	\$ 3,331,300	\$ 703,413	\$ 17,512,346	\$ 88,702,922
Termination Date	10/1/2030	9/30/2033	9/30/2033	FY 2030-31	12/31/2017	9/30/2025	7/1/2036	10/1/2030	--	--	FY 2014-15	FY 2015-16	--	--
2027-28	Jan-27	-	-	-	-	-	1,401,984	-	-	1,401,984	-	-	-	1,401,984
	Jun-27	-	702,903	49,576	-	-	-	-	-	752,479	-	-	-	752,479
	Jan-28	-	-	-	-	-	1,432,215	-	-	1,432,215	-	-	-	1,432,215
2028-29	Jun-28	-	702,903	49,576	-	-	-	-	-	752,479	-	-	-	752,479
	Jan-29	-	-	-	-	-	1,463,050	-	-	1,463,050	-	-	-	1,463,050
2029-30	Jun-29	-	702,903	49,576	-	-	-	-	-	752,479	-	-	-	752,479
	Jan-30	-	-	-	-	-	1,494,503	-	-	1,494,503	-	-	-	1,494,503
2030-31	Jun-30	-	702,903	49,576	-	-	-	-	-	752,479	-	-	-	752,479
	Jan-31	-	-	-	-	-	1,526,584	-	-	1,526,584	-	-	-	1,526,584
2031-32	Jun-31	-	702,903	49,576	-	-	-	-	-	752,479	-	-	-	752,479
	Jan-32	-	-	-	-	-	1,559,307	-	-	1,559,307	-	-	-	1,559,307
2032-33	Jun-32	-	702,903	49,576	-	-	-	-	-	752,479	-	-	-	752,479
	Jan-33	-	-	-	-	-	1,592,684	-	-	1,592,684	-	-	-	1,592,684
2033-34	Jun-33	-	702,903	47,772	-	-	-	-	-	750,675	-	-	-	750,675
	Jan-34	-	-	-	-	-	532,514	-	-	532,514	-	-	-	532,514
2034-35	Jun-34	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-35	-	-	-	-	-	-	-	-	-	-	-	-	-
2035-36	Jun-35	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-36	-	-	-	-	-	-	-	-	-	-	-	-	-
2036-37	Jun-36	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-37	-	-	-	-	-	-	-	-	-	-	-	-	-
2037-38	Jun-37	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jan-38	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTALS		-	16,827,172	1,188,020	40,000	70,812	23,988,423	25,492,435	21,219	-	67,628,081	3,367,973	715,971	71,712,025

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Exhibit C-4 (Continued)

Successor Agency to Huntington Beach Redevelopment Agency		30	31	32	33	34	35	36	37	38	39	40	41	42	43	44
ROPS3 Line Item		17.00	18.00	22.00	23.00	24.00	25.00	26.00	27.00	28.00	31.00	33.00	34.00	35.00	36.00	37.00
Enforceable Obligation Description	Pacific City Very Low Income Units Disallowed (Scenario 1)	Affordable Hsg Compliance Amerinational Disallowed (Scenario 3)	Convenant Enforcement Affordable Hsg Jessica Latham Disallowed (Scenario 3)	Unfunded CalPERS Pension (Increased 5% per FY)	Unfunded Suppl Retirement Liabilities US Bank	Public Agency Retirement Systems (PARS) Notes Payable	Unfunded OPEB Liabilities CalPERS & CERBT	Obligation for Unused Employee General Leave Earned & Vested	Successor Agency Compliance per HSC 33433 Tierra West	Pierside Pavilion OPA	Assessment AES PTax Valuation Van Horn Consulting Disallowed	Employee Termination /Layoff Costs - Dissolution of RDA	Employee Termination /Layoff Costs - Dissolution of RDA	Employee Termination /Layoff Costs - Dissolution of RDA	Employee Termination /Layoff Costs - Dissolution of RDA	
Amount Outstanding per ROPS3	\$ 6,500,000	\$ 75,000	\$ 30,000	\$ 2,674,172	\$ 618,160	\$ 60,035	\$ 252,593	\$ 124,391	\$ 30,000	\$ 4,000	\$ 5,000	\$ 16,393	\$ 24,483	\$ 75,328	\$ 9,728	
Termination Date	FY 2030-31	7/20/2013	2/20/2013	NA	NA	10/10/2014	NA	NA	4/30/2010	NA	3/21/2012	9/30/2011	9/30/2011	12/23/2011	9/30/2011	

2011-12	ROPS1 Jan-12	-	75,000	0	0	0	-	0	-	10,000	-	5,000	-	-	-	-
2012-13	ROPS2 Jun-12	-	37,500	15,000	36,762	9,408	19,965	2,880	-	29,675	4,000	2,500	-	-	-	-
	ROPS3 Jan-13	6,500,000	-	-	95,476	28,952	19,965	6,222	11,460	15,000	4,000	-	16,393	24,483	75,328	9,728
2013-14	Jun-13	-	-	-	100,250	28,952	19,965	6,222	11,460	-	4,000	-	-	-	-	-
	Jan-14	-	-	-	-	-	19,965	-	-	-	-	-	-	-	-	-
2014-15	Jun-14	-	-	-	105,262	28,952	19,965	6,222	11,460	-	4,000	-	-	-	-	-
	Jan-15	-	-	-	-	-	-	-	-	15,000	-	-	-	-	-	-
2015-16	Jun-15	-	-	-	110,525	28,952	-	6,222	11,460	-	-	-	-	-	-	-
	Jan-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2016-17	Jun-16	-	-	-	116,052	28,952	-	6,222	11,460	-	-	-	-	-	-	-
	Jan-17	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2017-18	Jun-17	-	-	-	121,854	28,952	-	6,222	11,460	-	-	-	-	-	-	-
	Jan-18	-	-	-	-	-	-	-	-	15,000	-	-	-	-	-	-
2018-19	Jun-18	-	-	-	127,947	28,952	-	6,222	11,460	-	-	-	-	-	-	-
	Jan-19	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2019-20	Jun-19	-	-	-	134,344	28,952	-	6,222	11,460	-	-	-	-	-	-	-
	Jan-20	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2020-21	Jun-20	-	-	-	141,062	28,952	-	6,222	11,460	-	-	-	-	-	-	-
	Jan-21	-	-	-	-	-	-	-	-	15,000	-	-	-	-	-	-
2021-22	Jun-21	-	-	-	148,115	28,952	-	6,222	11,460	-	-	-	-	-	-	-
	Jan-22	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2022-23	Jun-22	-	-	-	155,520	28,952	-	6,222	11,460	-	-	-	-	-	-	-
	Jan-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2023-24	Jun-23	-	-	-	163,296	28,952	-	6,222	11,460	-	-	-	-	-	-	-
	Jan-24	-	-	-	-	-	-	-	-	15,000	-	-	-	-	-	-
2024-25	Jun-24	-	-	-	171,461	28,952	-	6,222	11,460	-	-	-	-	-	-	-
	Jan-25	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2025-26	Jun-25	-	-	-	180,034	28,952	-	6,222	11,460	-	-	-	-	-	-	-
	Jan-26	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2026-27	Jun-26	-	-	-	189,036	28,952	-	6,222	11,460	-	-	-	-	-	-	-

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Exhibit C-4 (Continued)

Successor Agency to Huntington Beach Redevelopment Agency		30	31	32	33	34	35	36	37	38	39	40	41	42	43	44
ROPS3 Line Item		17.00	18.00	22.00	23.00	24.00	25.00	26.00	27.00	28.00	31.00	33.00	34.00	35.00	36.00	37.00
Enforceable Obligation Description	Pacific City Very Low Income Units Disallowed (Scenario 1)	Affordable Hsg Compliance Amerinational Disallowed (Scenario 3)	Convenant Enforcement Affordable Hsg Jessica Latham Disallowed (Scenario 3)	Unfunded CalPERS Pension (Increased 5% per FY)	Unfunded Suppl Retirement Liabilities US Bank	Public Agency Retirement Systems (PARS) Notes Payable	Unfunded OPEB Liabilities CalPERS & CERBT	Obligation for Unused Employee General Leave Earned & Vested	Successor Agency Compliance per HSC 33433 Tierra West	Pierside Pavilion OPA	Assessment AES PTax Valuation Van Horn Consulting Disallowed	Employee Termination /Layoff Costs - Dissolution of RDA	Employee Termination /Layoff Costs - Dissolution of RDA	Employee Termination /Layoff Costs - Dissolution of RDA	Employee Termination /Layoff Costs - Dissolution of RDA	Employee Termination /Layoff Costs - Dissolution of RDA
Amount Outstanding per ROPS3	\$ 6,500,000	\$ 75,000	\$ 30,000	\$ 2,674,172	\$ 618,160	\$ 60,035	\$ 252,593	\$ 124,391	\$ 30,000	\$ 4,000	\$ 5,000	\$ 16,393	\$ 24,483	\$ 75,328	\$ 9,728	
Termination Date	FY 2030-31	7/20/2013	2/20/2013	NA	NA	10/10/2014	NA	NA	4/30/2010	NA	3/21/2012	9/30/2011	9/30/2011	12/23/2011	9/30/2011	
2027-28	Jan-27	-	-	-	-	-	-	-	15,000	-	-	-	-	-	-	-
	Jun-27	-	-	-	198,488	28,952	-	6,222	11,460	-	-	-	-	-	-	-
2028-29	Jan-28	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-28	-	-	-	208,412	28,952	-	6,222	11,460	-	-	-	-	-	-	-
2029-30	Jan-29	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-29	-	-	-	218,833	28,952	-	6,222	11,460	-	-	-	-	-	-	-
2030-31	Jan-30	-	-	-	-	-	-	-	15,000	-	-	-	-	-	-	-
	Jun-30	-	-	-	229,774	28,952	-	6,222	11,460	-	-	-	-	-	-	-
2031-32	Jan-31	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-31	-	-	-	241,263	28,952	-	6,222	11,460	-	-	-	-	-	-	-
2032-33	Jan-32	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-32	-	-	-	253,326	28,952	-	6,222	11,460	-	-	-	-	-	-	-
2033-34	Jan-33	-	-	-	-	-	-	-	15,000	-	-	-	-	-	-	-
	Jun-33	-	-	-	265,993	28,952	-	6,222	11,460	-	-	-	-	-	-	-
2034-35	Jan-34	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-34	-	-	-	279,292	28,952	-	6,222	11,460	-	-	-	-	-	-	-
2035-36	Jan-35	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-35	-	-	-	293,257	28,952	-	6,222	11,460	-	-	-	-	-	-	-
2036-37	Jan-36	-	-	-	-	-	-	-	15,000	-	-	-	-	-	-	-
	Jun-36	-	-	-	307,920	28,952	-	6,222	11,460	-	-	-	-	-	-	-
2037-38	Jan-37	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-37	-	-	-	323,316	28,952	-	6,222	11,460	-	-	-	-	-	-	-
	Jan-38	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTALS		6,500,000	112,500	15,000	4,916,870	762,160	99,825	164,652	297,960	174,675	16,000	7,500	16,393	24,483	75,328	9,728

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Successor Agency to Huntington Beach Redevelopment Agency		45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	
ROPS3 Line Item		ROPS4	38.00	39.00	40.00	ROPS1 & 2	ROPS1 & 2	ROPS1 & 2	ROPS2	ROPS2	ROPS1	ROPS1 & 2	ROPS1	ROPS1	ROPS1		
Enforceable Obligation Description			Legal Expenses SA Compliance AB1X26 and	Econ Analysis Services SA Compliance AB1X26 and	ROPS1 & ROPS2: Covenant Monitoring	ROPS1 & ROPS2: Hsg Auth Covenant Monitoring KMA	ROPS1 & ROPS2: Affordable Hsg Compliance KBB	ROPS2: Covenant Enforcement for Affordable Hsg - Grace Jones Esq	ROPS2: SA Compliance Nagaski & Assoc	ROPS1: SA Compliance KMA	ROPS1 & ROPS2: Wildlife Care Center	ROPS1: Independent Financial Statement & Audit Macias Gini & O'Connell	ROPS1: Affordable Hsg Compliance CRL 33413(b)(4) and 3349(a)(2) & (3) KBB	ROPS1: MOU Bargaining Unit Luis Gomez		Subtotal of Other Costs	
	Unemployment Costs - Dissolution of RDA	Litigation Expenses City of Palmdale etal v Matosantos	AB1484 Kane Ballmer Disallowed	AB1484 KMA Disallowed	Obligations of Hsg Auth												
	Amount Outstanding per ROPS3	--	\$ 13,993	\$ 150,000	\$ 200,000	--	--	--	--	--	--	--	--	--	--	--	\$ 10,863,276
	Termination Date	--	7/8/2015	7/8/2015	6/15/2013	--	--	--	--	--	--	--	--	--	--	--	--
2011-12	ROPS1 Jan-12	-	-	-	-	229,801	150,000	150,000	40,236	3,000	0	27,841	0	0	1,500	692,378	
2012-13	ROPS2 Jun-12	-	-	-	-	153,202	75,000	75,000	-	13,000	-	-	-	-	-	473,892	
	ROPS3 Jan-13	-	13,993	-	-	-	-	-	-	-	-	-	-	-	-	6,821,000	
2013-14	Jun-13	11,700	-	-	-	-	-	-	-	20,000	-	-	-	-	-	202,549	
	Jan-14	-	-	-	-	-	-	-	-	15,000	-	-	-	-	-	34,965	
2014-15	Jun-14	-	-	-	-	-	-	-	-	-	-	-	-	-	-	175,861	
	Jan-15	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15,000	
2015-16	Jun-15	-	-	-	-	-	-	-	-	-	-	-	-	-	-	157,159	
	Jan-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2016-17	Jun-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	162,686	
	Jan-17	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2017-18	Jun-17	-	-	-	-	-	-	-	-	-	-	-	-	-	-	168,488	
	Jan-18	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15,000	
2018-19	Jun-18	-	-	-	-	-	-	-	-	-	-	-	-	-	-	174,581	
	Jan-19	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2019-20	Jun-19	-	-	-	-	-	-	-	-	-	-	-	-	-	-	180,978	
	Jan-20	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2020-21	Jun-20	-	-	-	-	-	-	-	-	-	-	-	-	-	-	187,696	
	Jan-21	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15,000	
2021-22	Jun-21	-	-	-	-	-	-	-	-	-	-	-	-	-	-	194,749	
	Jan-22	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2022-23	Jun-22	-	-	-	-	-	-	-	-	-	-	-	-	-	-	202,154	
	Jan-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2023-24	Jun-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-	209,930	
	Jan-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15,000	
2024-25	Jun-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-	218,095	
	Jan-25	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2025-26	Jun-25	-	-	-	-	-	-	-	-	-	-	-	-	-	-	226,668	
	Jan-26	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2026-27	Jun-26	-	-	-	-	-	-	-	-	-	-	-	-	-	-	235,670	

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Exhibit C-4 (Continued)

Successor Agency to Huntington Beach Redevelopment Agency		45	46	47	48	49	50	51	52	53	54	55	56	57	58	59
ROPS3 Line Item		ROPS4	38.00	39.00	40.00	ROPS1 & 2	ROPS1 & 2	ROPS1 & 2	ROPS2	ROPS2	ROPS1	ROPS1 & 2	ROPS1	ROPS1	ROPS1	
Enforceable Obligation Description			Legal Expenses SA Compliance AB1X26 and AB1484 Kane Ballmer Disallowed	Econ Analysis Services SA Compliance AB1X26 and AB1484 KMA Disallowed	ROPS1 & ROPS2: Covenant Monitoring Obligations of Hsg Auth	ROPS1 & ROPS2: Hsg Auth Covenant Monitoring KMA	ROPS1 & ROPS2: Affordable Hsg Compliance KBB	ROPS2: Covenant Enforcement for Affordable Hsg - Grace Jones Esq	ROPS2: SA Compliance Nagaski & Assoc	ROPS1: SA Compliance KMA	ROPS1 & ROPS2: Wildlife Care Center	ROPS1: Independent Financial Statement & Audit Macias Gini & O'Connell	ROPS1: Affordable Hsg Compliance CRL 33413(b)(4) and 3349(a)(2) & (3) KBB	ROPS1: MOU Bargaining Unit Luis Gomez		
	Unemployment Costs - Dissolution of RDA	Litigation Expenses City of Palmdale etal v Matosantos														Subtotal of Other Costs
Amount Outstanding per ROPS3		--	\$ 13,993	\$ 150,000	\$ 200,000	--	--	--	--	--	--	--	--	--	--	\$ 10,863,276
Termination Date		--	7/8/2015	7/8/2015	6/15/2013	--	--	--	--	--	--	--	--	--	--	--
2027-28	Jan-27	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15,000
	Jun-27	-	-	-	-	-	-	-	-	-	-	-	-	-	-	245,122
2028-29	Jan-28	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-28	-	-	-	-	-	-	-	-	-	-	-	-	-	-	255,046
2029-30	Jan-29	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-29	-	-	-	-	-	-	-	-	-	-	-	-	-	-	265,467
2030-31	Jan-30	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15,000
	Jun-30	-	-	-	-	-	-	-	-	-	-	-	-	-	-	276,408
2031-32	Jan-31	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-31	-	-	-	-	-	-	-	-	-	-	-	-	-	-	287,897
2032-33	Jan-32	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-32	-	-	-	-	-	-	-	-	-	-	-	-	-	-	299,960
2033-34	Jan-33	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15,000
	Jun-33	-	-	-	-	-	-	-	-	-	-	-	-	-	-	312,627
2034-35	Jan-34	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-34	-	-	-	-	-	-	-	-	-	-	-	-	-	-	325,926
2035-36	Jan-35	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-35	-	-	-	-	-	-	-	-	-	-	-	-	-	-	339,891
2036-37	Jan-36	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15,000
	Jun-36	-	-	-	-	-	-	-	-	-	-	-	-	-	-	354,554
2037-38	Jan-37	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jun-37	-	-	-	-	-	-	-	-	-	-	-	-	-	-	369,950
TOTALS	Jan-38	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		11,700	13,993	-	-	383,003	225,000	225,000	40,236	51,000	-	27,841	-	-	1,500	

Table 3
Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3
Successor Agency to
Huntington Beach
Redevelopment Agency

		60	61	62	63	64	65	66	67	68	69	70	71	72
ROPS3 Line Item		41.00	42.00	43.00	44.00	45.00	46.00	47.00	48.00	49.00				
Enforceable Obligation Description	Huntington Center Land Right of Way Acq Costs							Pierside Hotel Retail & Parking Structure Relocation Costs Disallowed Pending Cert of Completion						
	Main Pier RP Ph II Land Acquisition Disallowed Pending Cert of Completion							Strand Project Relocation Costs Disallowed Pending Cert of Completion	Waterfront Comm'l Master Site Plan Disallwed Pending Cert of Completion	Strand Project Property Acq Costs Disallowed Pending Cert of Completion				
	Development of Downtown Main Pier Land Acq Disallowed Pending Cert of Completion					Third Block West Relocation, Property Acq & Project Costs Disallowed Pending Cert of Completion	Second Block Alley & Street Imp Project Property Acq Disallowed Pending Cert of Completion				Other Costs	Unpaid Pass Throughs	Admin Allowance	Costs Subtotal
Amount Outstanding per ROPS3		\$ 4,416,384	\$ 5,150,543	\$ 3,555,243	\$ 14,971,453	\$ 345,208	\$ 87,501	\$ 407,212	\$ 16,960,908	\$ 14,475,988	\$ 71,233,716	\$ -	\$ 357,464	\$ 196,737,767
Termination Date		10/1/2030	10/1/2030	10/1/2030	10/1/2030	10/1/2030	10/1/2030	10/1/2030	10/1/2030	10/1/2030	--	--	--	--
2011-12	ROPS1 Jan-12	-	-	-	-	-	-	-	-	-	692,378	2,653,000	250,000	7,519,850
2012-13	ROPS2 Jun-12	-	-	-	-	-	-	-	-	-	473,892	-	-	5,580,531
	ROPS3 Jan-13	-	-	-	-	-	-	-	-	-	6,821,000	-	304,106	13,917,324
2013-14	Jun-13										202,549	-	125,000	2,004,905
	Jan-14	-	-	-	-	-	-	-	-	-	34,965	-	143,213	6,443,493
2014-15	Jun-14	-	-	-	-	-	-	-	-	-	175,861	-	125,000	4,199,301
	Jan-15	-	-	-	-	-	-	-	-	-	15,000	-	125,000	5,684,778
2015-16	Jun-15	6,845	7,983	5,510	23,205	535	136	631	26,289	22,437	250,730	-	125,000	3,693,422
	Jan-16	100,444	117,142	80,859	340,504	7,851	1,990	9,261	385,752	329,236	1,373,040	-	132,157	5,910,440
2016-17	Jun-16	21,680	25,284	17,452	73,494	1,695	430	1,999	83,260	71,062	459,040	-	125,000	3,661,468
	Jan-17	99,287	115,793	79,928	336,583	7,761	1,967	9,155	381,309	325,444	1,357,226	-	133,309	5,934,160
2017-18	Jun-17	26,467	30,867	21,306	89,723	2,069	524	2,440	101,645	86,753	530,283	-	125,000	3,765,308
	Jan-18	109,261	127,424	87,957	370,394	8,540	2,165	10,074	419,613	358,136	1,508,565	-	134,828	6,122,653
2018-19	Jun-18	46,997	54,810	37,833	159,319	3,674	931	4,333	180,490	154,046	817,014	-	125,000	3,344,351
	Jan-19	108,144	126,121	87,057	366,606	8,453	2,143	9,971	415,321	354,473	1,478,290	-	135,940	6,145,565
2019-20	Jun-19	45,817	53,434	36,884	155,320	3,581	908	4,225	175,959	150,180	807,286	-	125,000	3,368,537
	Jan-20	150,636	175,677	121,264	510,652	11,774	2,985	13,889	578,509	493,752	2,059,138	-	125,000	5,274,294
2020-21	Jun-20	44,609	52,024	35,910	151,222	3,487	884	4,113	171,317	146,218	797,480	-	125,000	3,393,323
	Jan-21	149,521	174,377	120,367	506,875	11,687	2,962	13,787	574,230	490,100	2,058,906	-	125,000	5,297,139
2021-22	Jun-21	43,370	50,579	34,913	147,023	3,390	859	3,999	166,559	142,157	787,598	-	125,000	3,418,725
	Jan-22	161,090	187,868	129,679	546,090	12,592	3,192	14,853	618,657	528,018	2,202,038	-	125,000	5,059,940
2022-23	Jun-22	42,100	49,098	33,891	142,718	3,291	834	3,882	161,683	137,995	777,646	-	125,000	3,444,762
	Jan-23	160,259	186,900	129,011	543,275	12,527	3,175	14,777	615,467	525,296	2,190,686	-	125,000	5,076,970
2023-24	Jun-23	40,798	47,580	32,843	138,305	3,189	808	3,762	156,684	133,728	767,628	-	125,000	3,471,453
	Jan-24	166,970	194,726	134,412	566,023	13,051	3,308	15,395	641,238	547,291	2,297,415	-	125,000	4,939,377
2024-25	Jun-24	39,464	46,024	31,769	133,781	3,085	782	3,639	151,558	129,353	757,549	-	125,000	3,498,818
	Jan-25	167,409	195,238	134,766	567,512	13,086	3,317	15,436	642,925	548,731	2,288,420	-	125,000	4,930,369
2025-26	Jun-25	56,645	66,062	45,600	192,026	4,428	1,122	5,223	217,543	185,671	1,000,989	-	125,000	3,146,517
	Jan-26	200,902	234,299	161,729	681,054	15,704	3,980	18,524	771,555	658,515	2,746,262	-	125,000	4,243,608
2026-27	Jun-26	93,487	109,028	75,258	316,920	7,307	1,852	8,620	359,034	306,432	1,513,610	-	125,000	2,391,089

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Successor Agency to
Huntington Beach
Redevelopment Agency

Redevelopment Agency		60	61	62	63	64	65	66	67	68	69	70	71	72
ROPS3 Line Item		41.00	42.00	43.00	44.00	45.00	46.00	47.00	48.00	49.00				
Enforceable Obligation Description	Huntington Center			Development of	Third Block West	Second Block Alley		Pierside Hotel						
	Land Right of Way	Main Pier RP Ph II	Downtown Main Pier	Relocation, Property	& Street Imp Project	Strand Project	Structure Relocation	Waterfront Comm	Strand Project					
	Acq Costs	Land Acquisition	Land Acq	Acq & Project Costs	Property Acq	Relocation Costs	Costs Disallowed	Master Site Plan	Property Acq Costs					
	Disallowed Pending	Disallowed Pending	Disallowed Pending	Disallowed Pending	Disallowed Pending	Disallowed Pending	Pending Cert of	Pending Cert of	Disallwed Pending	Disallowed Pending	Other Costs	Unpaid Pass	Admin Allowance	Costs Subtotal
	Cert of Completion	Cert of Completion	Cert of Completion	Cert of Completion	Cert of Completion	Cert of Completion	Completion	Completion	Cert of Completion	Cert of Completion		Throughs		
Amount Outstanding per ROPS3	\$ 4,416,384	\$ 5,150,543	\$ 3,555,243	\$ 14,971,453	\$ 345,208	\$ 87,501	\$ 407,212	\$ 16,960,908	\$ 14,475,988	\$ 71,233,716	\$ -	\$ 357,464	\$ 196,737,767	
Termination Date	10/1/2030	10/1/2030	10/1/2030	10/1/2030	10/1/2030	10/1/2030	10/1/2030	10/1/2030	10/1/2030	10/1/2030	--	--	--	--
2027-28	Jan-27	199,596	232,776	160,677	676,626	15,601	3,955	18,404	766,538	654,234	2,743,406	-	125,000	4,270,390
	Jun-27	93,211	108,706	75,036	315,983	7,286	1,847	8,594	357,971	305,526	1,519,281	-	125,000	2,396,760
2028-29	Jan-28	199,150	232,256	160,318	675,115	15,567	3,946	18,363	764,826	652,773	2,722,314	-	125,000	4,279,529
	Jun-28	92,920	108,367	74,802	314,998	7,263	1,841	8,568	356,856	304,574	1,525,236	-	125,000	2,402,715
2029-30	Jan-29	198,248	231,204	159,592	672,056	15,496	3,928	18,279	761,361	649,815	2,709,979	-	125,000	4,298,030
	Jun-29	92,615	108,011	74,557	313,965	7,239	1,835	8,540	355,685	303,574	1,531,488	-	125,000	2,408,967
2030-31	Jan-30	196,889	229,618	158,498	667,448	15,390	3,901	18,154	756,141	645,360	2,706,398	-	125,000	4,325,901
	Jun-30	92,295	107,638	74,299	312,879	7,214	1,829	8,510	354,456	302,525	1,538,053	-	125,000	2,415,532
2031-32	Jan-31	196,389	229,036	158,095	665,754	15,351	3,891	18,108	754,221	643,722	2,684,566	-	125,000	4,336,150
	Jun-31	91,959	107,246	74,028	311,739	7,188	1,822	8,479	353,164	301,423	1,544,946	-	125,000	2,422,425
2032-33	Jan-32	195,431	227,919	157,325	662,508	15,276	3,872	18,020	750,544	640,583	2,671,477	-	125,000	4,355,784
	Jun-32	91,606	106,834	73,744	310,543	7,160	1,815	8,447	351,809	300,266	1,552,184	-	125,000	2,429,663
2033-34	Jan-33	194,016	226,268	156,185	657,709	15,165	3,844	17,889	745,107	635,943	2,667,126	-	125,000	4,384,810
	Jun-33	91,288	106,464	73,488	309,465	7,136	1,809	8,417	350,588	299,224	1,560,506	-	125,000	2,436,181
2034-35	Jan-34	225,477	262,959	181,512	764,363	17,624	4,467	20,790	865,934	739,067	3,082,194	-	125,000	3,739,708
	Jun-34	112,865	131,627	90,858	382,611	8,822	2,236	10,407	433,453	369,949	1,868,755	-	125,000	1,993,755
2035-36	Jan-35	244,717	285,398	197,000	829,587	19,128	4,849	22,564	939,825	802,132	3,345,200	-	-	3,345,200
	Jun-35	112,457	131,151	90,529	381,226	8,790	2,228	10,369	431,884	368,609	1,877,134	-	125,000	2,002,134
2036-37	Jan-36	240,621	280,620	193,703	815,699	18,808	4,767	22,186	924,092	788,704	3,304,200	-	125,000	3,429,200
	Jun-36	51,134	59,634	41,163	173,342	3,997	1,013	4,715	196,376	167,605	1,053,532	-	125,000	1,178,532
2037-38	Jan-37	126,499	147,528	101,833	428,830	9,888	2,506	11,664	485,814	414,638	1,729,200	-	-	1,729,200
	Jun-37	-	-	-	-	-	-	-	-	-	369,950	-	125,000	494,950
	Jan-38	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTALS		5,221,586	6,089,597	4,203,440	17,701,069	408,146	103,454	481,455	20,053,244	17,115,270	85,549,608	2,653,000	6,483,553	209,957,982

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Exhibit C-4 (Continued)

Successor Agency to Huntington Beach Redevelopment Agency		Waterfall 1	Waterfall 2	Waterfall 3	Waterfall 4	Waterfall 5	Waterfall 6	Waterfall 7	Waterfall 8	Waterfall 9	Waterfall 10	Waterfall 11	Waterfall 12	Waterfall 13	Waterfall 14
ROPS3 Line Item															
Enforceable Obligation Description		Semi Annual Property Tax Starting w ROPS 5	Bond Debt Service	Bond Fees	SubT of Other Loan Repayments without SERAF and City GF Loans	SubT of Other Costs without ROPS3 Line Item Obligations 41-49	Admin Allowance	Over/(Under)	WATERFALL SUBTOTAL 1 Available Above FY 2012-13 Taxing Entity Distribution at 50%	Beg Balance SERAF Debt Obligation 2009	Add Interest 0.53%	Subtotal	Less SERAF 2009 Repayment 100.00% of Available	End Balance SERAF Debt Obligation 2009	WATERFALL SUBTOTAL 2 Available After 2009 SERAF
Amount Outstanding per ROPS3 Termination Date									-						
2011-12	ROPS1 Jan-12														
2012-13	ROPS2 Jun-12														
	ROPS3 Jan-13														
2013-14	Jun-13														
	Jan-14	7,970,000	3,237,642	5,160	1,496,008	34,965	143,213	3,053,012	1,526,505	3,331,300	17,489	3,348,789	(1,526,505)	1,822,284	-
2014-15	Jun-14	4,106,000	-	734,936	3,163,504	175,861	125,000	(93,301)	-	1,822,284	9,567	1,831,851	-	1,831,851	-
	Jan-15	7,970,000	3,248,400	5,160	6,000	15,000	125,000	4,570,440	2,285,219	1,831,851	9,617	1,841,468	(1,841,468)	-	443,750
2015-16	Jun-15	4,106,000	-	734,936	2,310,534	157,159	125,000	778,371	389,185	-	-	-	-	-	389,185
	Jan-16	7,970,000	3,287,963	5,160	1,112,119	-	132,157	3,432,600	1,716,300	-	-	-	-	-	1,716,300
2016-17	Jun-16	4,106,000	-	734,936	2,342,492	162,686	125,000	740,886	370,443	-	-	-	-	-	370,443
	Jan-17	7,970,000	3,302,033	5,160	1,136,433	-	133,309	3,393,066	1,696,532	-	-	-	-	-	1,696,532
2017-18	Jun-17	4,308,000	-	734,936	2,375,089	168,488	125,000	904,487	452,243	-	-	-	-	-	452,243
	Jan-18	8,363,000	3,318,868	5,160	1,155,233	15,000	134,828	3,733,912	1,866,956	-	-	-	-	-	1,866,956
2018-19	Jun-18	4,308,000	-	-	2,402,337	174,581	125,000	1,606,082	803,041	-	-	-	-	-	803,041
	Jan-19	8,363,000	3,345,647	5,160	1,180,528	-	135,940	3,695,725	1,847,862	-	-	-	-	-	1,847,862
2019-20	Jun-19	4,308,000	-	-	2,436,251	180,978	125,000	1,565,771	782,885	-	-	-	-	-	782,885
	Jan-20	8,363,000	1,878,666	5,160	1,206,330	-	125,000	5,147,844	2,573,922	-	-	-	-	-	2,573,922
2020-21	Jun-20	4,308,000	-	-	2,470,843	187,696	125,000	1,524,461	762,230	-	-	-	-	-	762,230
	Jan-21	8,363,000	1,875,425	5,160	1,232,648	15,000	125,000	5,109,767	2,554,883	-	-	-	-	-	2,554,883
2021-22	Jun-21	4,308,000	-	-	2,506,127	194,749	125,000	1,482,124	741,062	-	-	-	-	-	741,062
	Jan-22	8,363,000	1,468,250	5,160	1,259,492	-	125,000	5,505,098	2,752,548	-	-	-	-	-	2,752,548
2022-23	Jun-22	4,308,000	-	-	2,542,116	202,154	125,000	1,438,730	719,364	-	-	-	-	-	719,364
	Jan-23	8,363,000	1,469,250	5,160	1,286,873	-	125,000	5,476,717	2,738,358	-	-	-	-	-	2,738,358
2023-24	Jun-23	4,308,000	-	-	2,578,825	209,930	125,000	1,394,245	697,122	-	-	-	-	-	697,122
	Jan-24	8,363,000	1,197,000	5,160	1,314,802	15,000	125,000	5,706,038	2,853,019	-	-	-	-	-	2,853,019
2024-25	Jun-24	4,308,000	-	-	2,616,269	218,095	125,000	1,348,636	674,317	-	-	-	-	-	674,317
	Jan-25	8,363,000	1,168,500	5,160	1,343,289	-	125,000	5,721,051	2,860,525	-	-	-	-	-	2,860,525
2025-26	Jun-25	4,308,000	-	-	2,020,528	226,668	125,000	1,935,804	967,901	-	-	-	-	-	967,901
	Jan-26	8,363,000	-	-	1,372,346	-	125,000	6,865,654	3,432,827	-	-	-	-	-	3,432,827
2026-27	Jun-26	4,308,000	-	-	752,479	235,670	125,000	3,194,851	1,597,425	-	-	-	-	-	1,597,425

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Exhibit C-4 (Continued)

Successor Agency to Huntington Beach Redevelopment Agency		Waterfall 1	Waterfall 2	Waterfall 3	Waterfall 4	Waterfall 5	Waterfall 6	Waterfall 7	Waterfall 8	Waterfall 9	Waterfall 10	Waterfall 11	Waterfall 12	Waterfall 13	Waterfall 14
ROPS3 Line Item															
Enforceable Obligation Description	Semi Annual Property Tax Starting w ROPS 5	Bond Debt Service	Bond Fees	SubT of Other Loan Repayments without SERAF and City GF Loans	SubT of Other Costs without ROPS3 Line Item Obligations 41-49	Admin Allowance	Over/(Under)	WATERFALL SUBTOTAL 1 Available Above FY 2012-13 Taxing Entity Distribution at	Beg Balance SERAF Debt Obligation 2009	Add Interest 0.53%	Subtotal	Less SERAF 2009 Repayment 100.00% of Available	End Balance SERAF Debt Obligation 2009	WATERFALL SUBTOTAL 2 Available After 2009 SERAF	
								50%							
Amount Outstanding per ROPS3 Termination Date									-						
2027-28	Jan-27	8,363,000	-	-	1,401,984	15,000	125,000	6,821,016	3,410,507	-	-	-	-	-	3,410,507
	Jun-27	4,308,000	-	-	752,479	245,122	125,000	3,185,399	1,592,699	-	-	-	-	-	1,592,699
2028-29	Jan-28	8,363,000	-	-	1,432,215	-	125,000	6,805,785	3,402,892	-	-	-	-	-	3,402,892
	Jun-28	4,308,000	-	-	752,479	255,046	125,000	3,175,475	1,587,737	-	-	-	-	-	1,587,737
2029-30	Jan-29	8,363,000	-	-	1,463,050	-	125,000	6,774,950	3,387,474	-	-	-	-	-	3,387,474
	Jun-29	4,308,000	-	-	752,479	265,467	125,000	3,165,054	1,582,527	-	-	-	-	-	1,582,527
2030-31	Jan-30	8,363,000	-	-	1,494,503	15,000	125,000	6,728,497	3,364,248	-	-	-	-	-	3,364,248
	Jun-30	4,308,000	-	-	752,479	276,408	125,000	3,154,113	1,577,056	-	-	-	-	-	1,577,056
2031-32	Jan-31	8,363,000	-	-	1,526,584	-	125,000	6,711,416	3,355,708	-	-	-	-	-	3,355,708
	Jun-31	4,308,000	-	-	752,479	287,897	125,000	3,142,624	1,571,311	-	-	-	-	-	1,571,311
2032-33	Jan-32	8,363,000	-	-	1,559,307	-	125,000	6,678,693	3,339,346	-	-	-	-	-	3,339,346
	Jun-32	4,308,000	-	-	752,479	299,960	125,000	3,130,561	1,565,280	-	-	-	-	-	1,565,280
2033-34	Jan-33	8,363,000	-	-	1,592,684	15,000	125,000	6,630,316	3,315,157	-	-	-	-	-	3,315,157
	Jun-33	4,308,000	-	-	750,675	312,627	125,000	3,119,698	1,559,849	-	-	-	-	-	1,559,849
2034-35	Jan-34	8,363,000	-	-	532,514	-	125,000	7,705,486	3,852,743	-	-	-	-	-	3,852,743
	Jun-34	4,308,000	-	-	-	325,926	125,000	3,857,074	1,928,536	-	-	-	-	-	1,928,536
2035-36	Jan-35	8,363,000	-	-	-	-	-	8,363,000	4,181,500	-	-	-	-	-	4,181,500
	Jun-35	4,308,000	-	-	-	339,891	125,000	3,843,109	1,921,554	-	-	-	-	-	1,921,554
2036-37	Jan-36	8,363,000	-	-	-	15,000	125,000	8,223,000	4,111,500	-	-	-	-	-	4,111,500
	Jun-36	2,227,000	-	-	-	354,554	125,000	1,747,446	873,723	-	-	-	-	-	873,723
2037-38	Jan-37	4,323,000	-	-	-	-	-	4,323,000	2,161,500	-	-	-	-	-	2,161,500
	Jun-37	-	-	-	-	369,950	125,000	(494,950)	-	-	-	-	-	-	-
	Jan-38	-	-	-	-	-	-	0	-	-	-	-	-	-	-

TOTALS

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Exhibit C-4 (Continued)

Successor Agency to Huntington Beach Redevelopment Agency		Waterfall 15	Waterfall 16	Waterfall 17	Waterfall 18	Waterfall 19	Waterfall 20	Waterfall 21	Waterfall 22	Waterfall 23	Waterfall 24	Waterfall 25	Waterfall 26	Waterfall 27	Waterfall 28	Waterfall 29	Waterfall 30
ROPS3 Line Item												41.00	42.00	43.00	44.00	45.00	46.00
Enforceable Obligation Description		Beg Balance SERAF Debt Obligation 2010	Add Interest	Subtotal	Less SERAF 2010 Repayment	End Balance SERAF Debt Obligation 2010	WATERFALL SUBTOTAL 3 Available for Non at	Beg Balance Obligation Items 41-49	Add Interest	Subtotal	Less Line Items 41-49 Repayment	Huntington Center Land Right of Way Acq Costs	Main Pier RP Ph II Land Acquisition	Development of Downtown Main Pier Land Acq	Third Block West Relocation, Property Acq & Project Costs	Second Block Alley & Street Imp Project Property Acq	Strand Project Relocation Costs
Amount Outstanding per ROPS3			0.53%		100.00%		80.00%		1.91%		100.00%	7.3%	8.5%	5.9%	24.8%	0.6%	0.1%
Termination Date					of Available						of Available	296,498	345,786	238,684	1,005,122	23,176	5,874
2011-12	ROPS1 Jan-12																
2012-13	ROPS2 Jun-12																
	ROPS3 Jan-13																
2013-14	Jun-13																
	Jan-14	703,413	3,693	707,105	-	707,105	-	60,370,440	1,150,057	61,520,497	-	-	-	-	-	-	-
2014-15	Jun-14	707,105	3,712	710,818	-	710,818	-	61,520,497	1,171,965	62,692,462	-	-	-	-	-	-	-
	Jan-15	710,818	3,732	714,550	(443,750)	270,800	-	62,692,462	1,194,291	63,886,754	-	-	-	-	-	-	-
2015-16	Jun-15	270,800	1,422	272,221	(272,221)	-	93,571	63,886,754	1,217,043	65,103,796	(93,571)	(6,845)	(7,983)	(5,510)	(23,205)	(535)	(136)
	Jan-16	-	-	-	-	-	1,373,040	65,010,225	1,238,445	66,248,670	(1,373,040)	(100,444)	(117,142)	(80,859)	(340,504)	(7,851)	(1,990)
2016-17	Jun-16	-	-	-	-	-	296,354	64,875,630	1,235,881	66,111,511	(296,354)	(21,680)	(25,284)	(17,452)	(73,494)	(1,695)	(430)
	Jan-17	-	-	-	-	-	1,357,226	65,815,157	1,253,779	67,068,935	(1,357,226)	(99,287)	(115,793)	(79,928)	(336,583)	(7,761)	(1,967)
2017-18	Jun-17	-	-	-	-	-	361,794	65,711,710	1,251,808	66,963,518	(361,794)	(26,467)	(30,867)	(21,306)	(89,723)	(2,069)	(524)
	Jan-18	-	-	-	-	-	1,493,565	66,601,723	1,268,763	67,870,486	(1,493,565)	(109,261)	(127,424)	(87,957)	(370,394)	(8,540)	(2,165)
2018-19	Jun-18	-	-	-	-	-	642,433	66,376,921	1,264,480	67,641,402	(642,433)	(46,997)	(54,810)	(37,833)	(159,319)	(3,674)	(931)
	Jan-19	-	-	-	-	-	1,478,290	66,998,969	1,276,330	68,275,299	(1,478,290)	(108,144)	(126,121)	(87,057)	(366,606)	(8,453)	(2,143)
2019-20	Jun-19	-	-	-	-	-	626,308	66,797,010	1,272,483	68,069,493	(626,308)	(45,817)	(53,434)	(36,884)	(155,320)	(3,581)	(908)
	Jan-20	-	-	-	-	-	2,059,138	67,443,185	1,284,793	68,727,977	(2,059,138)	(150,636)	(175,677)	(121,264)	(510,652)	(11,774)	(2,985)
2020-21	Jun-20	-	-	-	-	-	609,784	66,668,840	1,270,041	67,938,881	(609,784)	(44,609)	(52,024)	(35,910)	(151,222)	(3,487)	(884)
	Jan-21	-	-	-	-	-	2,043,906	67,329,097	1,282,619	68,611,716	(2,043,906)	(149,521)	(174,377)	(120,367)	(506,875)	(11,687)	(2,962)
2021-22	Jun-21	-	-	-	-	-	592,850	66,567,810	1,268,117	67,835,927	(592,850)	(43,370)	(50,579)	(34,913)	(147,023)	(3,390)	(859)
	Jan-22	-	-	-	-	-	2,202,038	67,243,077	1,280,981	68,524,058	(2,202,038)	(161,090)	(187,868)	(129,679)	(546,090)	(12,592)	(3,192)
2022-23	Jun-22	-	-	-	-	-	575,491	66,322,019	1,263,434	67,585,454	(575,491)	(42,100)	(49,098)	(33,891)	(142,718)	(3,291)	(834)
	Jan-23	-	-	-	-	-	2,190,686	67,009,963	1,276,540	68,286,503	(2,190,686)	(160,259)	(186,900)	(129,011)	(543,275)	(12,527)	(3,175)
2023-24	Jun-23	-	-	-	-	-	557,698	66,095,816	1,259,125	67,354,941	(557,698)	(40,798)	(47,580)	(32,843)	(138,305)	(3,189)	(808)
	Jan-24	-	-	-	-	-	2,282,415	66,797,244	1,272,487	68,069,731	(2,282,415)	(166,970)	(194,726)	(134,412)	(566,023)	(13,051)	(3,308)
2024-25	Jun-24	-	-	-	-	-	539,454	65,787,316	1,253,248	67,040,565	(539,454)	(39,464)	(46,024)	(31,769)	(133,781)	(3,085)	(782)
	Jan-25	-	-	-	-	-	2,288,420	66,501,111	1,266,846	67,767,957	(2,288,420)	(167,409)	(195,238)	(134,766)	(567,512)	(13,086)	(3,317)
2025-26	Jun-25	-	-	-	-	-	774,321	65,479,537	1,247,385	66,726,922	(774,321)	(56,645)	(66,062)	(45,600)	(192,026)	(4,428)	(1,122)
	Jan-26	-	-	-	-	-	2,746,262	65,952,601	1,256,397	67,208,999	(2,746,262)	(200,902)	(234,299)	(161,729)	(681,054)	(15,704)	(3,980)
2026-27	Jun-26	-	-	-	-	-	1,277,940	64,462,737	1,228,015	65,690,752	(1,277,940)	(93,487)	(109,028)	(75,258)	(316,920)	(7,307)	(1,852)

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Exhibit C-4 (Continued)

Successor Agency to Huntington Beach Redevelopment Agency		Waterfall 15	Waterfall 16	Waterfall 17	Waterfall 18	Waterfall 19	Waterfall 20	Waterfall 21	Waterfall 22	Waterfall 23	Waterfall 24	Waterfall 25	Waterfall 26	Waterfall 27	Waterfall 28	Waterfall 29	Waterfall 30
ROPS3 Line Item												41.00	42.00	43.00	44.00	45.00	46.00
Enforceable Obligation Description	Beg Balance SERAF Debt Obligation 2010	Add Interest	Subtotal	Less SERAF 2010 Repayment	End Balance SERAF Debt Obligation 2010	WATERFALL SUBTOTAL 3 Available for Non at		Beg Balance Obligation Items 41-49	Add Interest	Subtotal	Less Line Items 41-49 Repayment	Huntington Center Land Right of Way Acq Costs	Main Pier RP Ph II Land Acquisition	Development of Downtown Main Pier Land Acq	Third Block West Relocation, Property Acq & Project Costs	Second Block Alley & Street Imp Project Property Acq	Strand Project Relocation Costs
	Amount Outstanding per ROPS3	0.53%		100.00%		80.00%			1.91%		100.00%	7.3%	8.5%	5.9%	24.8%	0.6%	0.1%
Termination Date												296,498	345,786	238,684	1,005,122	23,176	5,874
2027-28	Jan-27	-	-	-	-	-	2,728,406	64,412,812	1,227,064	65,639,876	(2,728,406)	(199,596)	(232,776)	(160,677)	(676,626)	(15,601)	(3,955)
	Jun-27	-	-	-	-	-	1,274,159	62,911,471	1,198,464	64,109,934	(1,274,159)	(93,211)	(108,706)	(75,036)	(315,983)	(7,286)	(1,847)
2028-29	Jan-28	-	-	-	-	-	2,722,314	62,835,775	1,197,022	64,032,796	(2,722,314)	(199,150)	(232,256)	(160,318)	(675,115)	(15,567)	(3,946)
	Jun-28	-	-	-	-	-	1,270,190	61,310,483	1,167,965	62,478,447	(1,270,190)	(92,920)	(108,367)	(74,802)	(314,998)	(7,263)	(1,841)
2029-30	Jan-29	-	-	-	-	-	2,709,979	61,208,258	1,166,017	62,374,275	(2,709,979)	(198,248)	(231,204)	(159,592)	(672,056)	(15,496)	(3,928)
	Jun-29	-	-	-	-	-	1,266,022	59,664,296	1,136,605	60,800,901	(1,266,022)	(92,615)	(108,011)	(74,557)	(313,965)	(7,239)	(1,835)
2030-31	Jan-30	-	-	-	-	-	2,691,398	59,534,879	1,134,139	60,669,019	(2,691,398)	(196,889)	(229,618)	(158,498)	(667,448)	(15,390)	(3,901)
	Jun-30	-	-	-	-	-	1,261,645	57,977,620	1,104,474	59,082,094	(1,261,645)	(92,295)	(107,638)	(74,299)	(312,879)	(7,214)	(1,829)
2031-32	Jan-31	-	-	-	-	-	2,684,566	57,820,449	1,101,480	58,921,929	(2,684,566)	(196,389)	(229,036)	(158,095)	(665,754)	(15,351)	(3,891)
	Jun-31	-	-	-	-	-	1,257,049	56,237,362	1,071,322	57,308,684	(1,257,049)	(91,959)	(107,246)	(74,028)	(311,739)	(7,188)	(1,822)
2032-33	Jan-32	-	-	-	-	-	2,671,477	56,051,635	1,067,784	57,119,419	(2,671,477)	(195,431)	(227,919)	(157,325)	(662,508)	(15,276)	(3,872)
	Jun-32	-	-	-	-	-	1,252,224	54,447,942	1,037,233	55,485,175	(1,252,224)	(91,606)	(106,834)	(73,744)	(310,543)	(7,160)	(1,815)
2033-34	Jan-33	-	-	-	-	-	2,652,126	54,232,951	1,033,138	55,266,089	(2,652,126)	(194,016)	(226,268)	(156,185)	(657,709)	(15,165)	(3,844)
	Jun-33	-	-	-	-	-	1,247,879	52,613,963	1,002,296	53,616,259	(1,247,879)	(91,288)	(106,464)	(73,488)	(309,465)	(7,136)	(1,809)
2034-35	Jan-34	-	-	-	-	-	3,082,194	52,368,380	997,618	53,365,998	(3,082,194)	(225,477)	(262,959)	(181,512)	(764,363)	(17,624)	(4,467)
	Jun-34	-	-	-	-	-	1,542,829	50,283,804	957,906	51,241,710	(1,542,829)	(112,865)	(131,627)	(90,858)	(382,611)	(8,822)	(2,236)
2035-36	Jan-35	-	-	-	-	-	3,345,200	49,698,881	946,764	50,645,645	(3,345,200)	(244,717)	(285,398)	(197,000)	(829,587)	(19,128)	(4,849)
	Jun-35	-	-	-	-	-	1,537,243	47,300,445	901,073	48,201,518	(1,537,243)	(112,457)	(131,151)	(90,529)	(381,226)	(8,790)	(2,228)
2036-37	Jan-36	-	-	-	-	-	3,289,200	46,664,275	888,954	47,553,230	(3,289,200)	(240,621)	(280,620)	(193,703)	(815,699)	(18,808)	(4,767)
	Jun-36	-	-	-	-	-	698,978	44,264,030	843,230	45,107,259	(698,978)	(51,134)	(59,634)	(41,163)	(173,342)	(3,997)	(1,013)
2037-38	Jan-37	-	-	-	-	-	1,729,200	44,408,281	845,978	45,254,259	(1,729,200)	(126,499)	(147,528)	(101,833)	(428,830)	(9,888)	(2,506)
	Jun-37	-	-	-	-	-	-	43,525,059	829,152	44,354,211	-	-	-	-	-	-	-
	Jan-38	-	-	-	-	-	-	44,354,211	844,948	45,199,159	-	-	-	-	-	-	-

TOTALS

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Exhibit C-4 (Continued)

Successor Agency to Huntington Beach Redevelopment Agency		Waterfall 31	Waterfall 32	Waterfall 33	Waterfall 34	Waterfall 35	Waterfall 36	Waterfall 37	Waterfall 38	Waterfall 39	Waterfall 40	Waterfall 41	Waterfall 42	Waterfall 43	Waterfall 44	Waterfall 45	Waterfall 46	Waterfall 47
ROPS3 Line Item		47.00	48.00	49.00														
Enforceable Obligation Description	Pierside Hotel Retail & Parking Structure Relocation Costs		Waterfront Comm'l Master Site Plan	Strand Project Property Acq Costs	End Balance Obligation Items 41-49	WATERFALL SUBTOTAL 4 Available to Repay City GF Loans	Beg Balance City GF Loan Repayment	Add Interest	Subtotal	Less City GF Repayment	End Balance City GF Loan Repayment	WATERFALL SUBTOTAL 5 Remaining Available	Beg Balance Emerald Cove City Loan Repayment	Add Interest	Subtotal	Less Emerald Cove City Loan Repayment	End Balance Emerald Cove City Loan Repayment	WATERFALL SUBTOTAL 6 Remaining Available
Amount Outstanding per ROPS3		0.7%	28.1%	24.0%				0.53%		100.00%				0.53%		100.00%		
Termination Date		27,339	1,138,686	971,859						of Available						of Available		
2011-12	ROPS1 Jan-12																	
2012-13	ROPS2 Jun-12																	
	ROPS3 Jan-13																	
2013-14	Jun-13																	
	Jan-14	-	-	-	61,520,497	-	17,512,346	91,940	17,604,286	-	17,604,286	-	5,676,433	29,801	5,706,234	-	5,706,234	-
2014-15	Jun-14	-	-	-	62,692,462	-	17,604,286	92,423	17,696,708	-	17,696,708	-	5,706,234	29,958	5,736,192	-	5,736,192	-
	Jan-15	-	-	-	63,886,754	-	17,696,708	92,908	17,789,616	-	17,789,616	-	5,736,192	30,115	5,766,307	-	5,766,307	-
2015-16	Jun-15	(631)	(26,289)	(22,437)	65,010,225	-	17,789,616	93,395	17,883,012	-	17,883,012	-	5,766,307	30,273	5,796,580	-	5,796,580	-
	Jan-16	(9,261)	(385,752)	(329,236)	64,875,630	-	17,883,012	93,886	17,976,897	-	17,976,897	-	5,796,580	30,432	5,827,012	-	5,827,012	-
2016-17	Jun-16	(1,999)	(83,260)	(71,062)	65,815,157	-	17,976,897	94,379	18,071,276	-	18,071,276	-	5,827,012	30,592	5,857,604	-	5,857,604	-
	Jan-17	(9,155)	(381,309)	(325,444)	65,711,710	-	18,071,276	94,874	18,166,150	-	18,166,150	-	5,857,604	30,752	5,888,356	-	5,888,356	-
2017-18	Jun-17	(2,440)	(101,645)	(86,753)	66,601,723	-	18,166,150	95,372	18,261,523	-	18,261,523	-	5,888,356	30,914	5,919,270	-	5,919,270	-
	Jan-18	(10,074)	(419,613)	(358,136)	66,376,921	-	18,261,523	95,873	18,357,396	-	18,357,396	-	5,919,270	31,076	5,950,346	-	5,950,346	-
2018-19	Jun-18	(4,333)	(180,490)	(154,046)	66,998,969	-	18,357,396	96,376	18,453,772	-	18,453,772	-	5,950,346	31,239	5,981,586	-	5,981,586	-
	Jan-19	(9,971)	(415,321)	(354,473)	66,797,010	-	18,453,772	96,882	18,550,654	-	18,550,654	-	5,981,586	31,403	6,012,989	-	6,012,989	-
2019-20	Jun-19	(4,225)	(175,959)	(150,180)	67,443,185	-	18,550,654	97,391	18,648,045	-	18,648,045	-	6,012,989	31,568	6,044,557	-	6,044,557	-
	Jan-20	(13,889)	(578,509)	(493,752)	66,668,840	-	18,648,045	97,902	18,745,947	-	18,745,947	-	6,044,557	31,734	6,076,291	-	6,076,291	-
2020-21	Jun-20	(4,113)	(171,317)	(146,218)	67,329,097	-	18,745,947	98,416	18,844,364	-	18,844,364	-	6,076,291	31,901	6,108,192	-	6,108,192	-
	Jan-21	(13,787)	(574,230)	(490,100)	66,567,810	-	18,844,364	98,933	18,943,296	-	18,943,296	-	6,108,192	32,068	6,140,260	-	6,140,260	-
2021-22	Jun-21	(3,999)	(166,559)	(142,157)	67,243,077	-	18,943,296	99,452	19,042,749	-	19,042,749	-	6,140,260	32,236	6,172,496	-	6,172,496	-
	Jan-22	(14,853)	(618,657)	(528,018)	66,322,019	-	19,042,749	99,974	19,142,723	-	19,142,723	-	6,172,496	32,406	6,204,902	-	6,204,902	-
2022-23	Jun-22	(3,882)	(161,683)	(137,995)	67,009,963	-	19,142,723	100,499	19,243,222	-	19,243,222	-	6,204,902	32,576	6,237,477	-	6,237,477	-
	Jan-23	(14,777)	(615,467)	(525,296)	66,095,816	-	19,243,222	101,027	19,344,249	-	19,344,249	-	6,237,477	32,747	6,270,224	-	6,270,224	-
2023-24	Jun-23	(3,762)	(156,684)	(133,728)	66,797,244	-	19,344,249	101,557	19,445,807	-	19,445,807	-	6,270,224	32,919	6,303,143	-	6,303,143	-
	Jan-24	(15,395)	(641,238)	(547,291)	65,787,316	-	19,445,807	102,090	19,547,897	-	19,547,897	-	6,303,143	33,092	6,336,234	-	6,336,234	-
2024-25	Jun-24	(3,639)	(151,558)	(129,353)	66,501,111	-	19,547,897	102,626	19,650,524	-	19,650,524	-	6,336,234	33,265	6,369,500	-	6,369,500	-
	Jan-25	(15,436)	(642,925)	(548,731)	65,479,537	-	19,650,524	103,165	19,753,689	-	19,753,689	-	6,369,500	33,440	6,402,939	-	6,402,939	-
2025-26	Jun-25	(5,223)	(217,543)	(185,671)	65,952,601	-	19,753,689	103,707	19,857,396	-	19,857,396	-	6,402,939	33,615	6,436,555	-	6,436,555	-
	Jan-26	(18,524)	(771,555)	(658,515)	64,462,737	-	19,857,396	104,251	19,961,647	-	19,961,647	-	6,436,555	33,792	6,470,347	-	6,470,347	-
2026-27	Jun-26	(8,620)	(359,034)	(306,432)	64,412,812	-	19,961,647	104,799	20,066,446	-	20,066,446	-	6,470,347	33,969	6,504,316	-	6,504,316	-

Table 3

Cash Flow/ RPTTF Funding
Forecast - Enforceable
Obligations Based on ROPS 3

Exhibit C-4 (Continued)

Successor Agency to Huntington Beach Redevelopment Agency		Waterfall 31	Waterfall 32	Waterfall 33	Waterfall 34	Waterfall 35	Waterfall 36	Waterfall 37	Waterfall 38	Waterfall 39	Waterfall 40	Waterfall 41	Waterfall 42	Waterfall 43	Waterfall 44	Waterfall 45	Waterfall 46	Waterfall 47
ROPS3 Line Item		47.00	48.00	49.00														
Enforceable Obligation Description	Pierside Hotel Retail & Parking Structure Relocation Costs		Waterfront Comm'l Master Site Plan	Strand Project Property Acq Costs	End Balance Obligation Items 41-49	WATERFALL SUBTOTAL 4 Available to Repay City GF Loans	Beg Balance City GF Loan Repayment	Add Interest	Subtotal	Less City GF Repayment	End Balance City GF Loan Repayment	WATERFALL SUBTOTAL 5 Remaining Available	Beg Balance Emerald Cove City Loan Repayment	Add Interest	Subtotal	Less Emerald Cove City Loan Repayment	End Balance Emerald Cove City Loan Repayment	WATERFALL SUBTOTAL 6 Remaining Available
Amount Outstanding per ROPS3		0.7%	28.1%	24.0%				0.53%		100.00%				0.53%		100.00%		
Termination Date		27,339	1,138,686	971,859						of Available						of Available		
2027-28	Jan-27	(18,404)	(766,538)	(654,234)	62,911,471	-	20,066,446	105,349	20,171,795	-	20,171,795	-	6,504,316	34,148	6,538,464	-	6,538,464	-
	Jun-27	(8,594)	(357,971)	(305,526)	62,835,775	-	20,171,795	105,902	20,277,697	-	20,277,697	-	6,538,464	34,327	6,572,791	-	6,572,791	-
2028-29	Jan-28	(18,363)	(764,826)	(652,773)	61,310,483	-	20,277,697	106,458	20,384,154	-	20,384,154	-	6,572,791	34,507	6,607,298	-	6,607,298	-
	Jun-28	(8,568)	(356,856)	(304,574)	61,208,258	-	20,384,154	107,017	20,491,171	-	20,491,171	-	6,607,298	34,688	6,641,986	-	6,641,986	-
2029-30	Jan-29	(18,279)	(761,361)	(649,815)	59,664,296	-	20,491,171	107,579	20,598,750	-	20,598,750	-	6,641,986	34,870	6,676,857	-	6,676,857	-
	Jun-29	(8,540)	(355,685)	(303,574)	59,534,879	-	20,598,750	108,143	20,706,893	-	20,706,893	-	6,676,857	35,053	6,711,910	-	6,711,910	-
2030-31	Jan-30	(18,154)	(756,141)	(645,360)	57,977,620	-	20,706,893	108,711	20,815,605	-	20,815,605	-	6,711,910	35,238	6,747,148	-	6,747,148	-
	Jun-30	(8,510)	(354,456)	(302,525)	57,820,449	-	20,815,605	109,282	20,924,886	-	20,924,886	-	6,747,148	35,423	6,782,570	-	6,782,570	-
2031-32	Jan-31	(18,108)	(754,221)	(643,722)	56,237,362	-	20,924,886	109,856	21,034,742	-	21,034,742	-	6,782,570	35,608	6,818,179	-	6,818,179	-
	Jun-31	(8,479)	(353,164)	(301,423)	56,051,635	-	21,034,742	110,432	21,145,174	-	21,145,174	-	6,818,179	35,795	6,853,974	-	6,853,974	-
2032-33	Jan-32	(18,020)	(750,544)	(640,583)	54,447,942	-	21,145,174	111,012	21,256,187	-	21,256,187	-	6,853,974	35,983	6,889,957	-	6,889,957	-
	Jun-32	(8,447)	(351,809)	(300,266)	54,232,951	-	21,256,187	111,595	21,367,782	-	21,367,782	-	6,889,957	36,172	6,926,130	-	6,926,130	-
2033-34	Jan-33	(17,889)	(745,107)	(635,943)	52,613,963	-	21,367,782	112,181	21,479,962	-	21,479,962	-	6,926,130	36,362	6,962,492	-	6,962,492	-
	Jun-33	(8,417)	(350,588)	(299,224)	52,368,380	-	21,479,962	112,770	21,592,732	-	21,592,732	-	6,962,492	36,553	6,999,045	-	6,999,045	-
2034-35	Jan-34	(20,790)	(865,934)	(739,067)	50,283,804	-	21,592,732	113,362	21,706,094	-	21,706,094	-	6,999,045	36,745	7,035,790	-	7,035,790	-
	Jun-34	(10,407)	(433,453)	(369,949)	49,698,881	-	21,706,094	113,957	21,820,051	-	21,820,051	-	7,035,790	36,938	7,072,728	-	7,072,728	-
2035-36	Jan-35	(22,564)	(939,825)	(802,132)	47,300,445	-	21,820,051	114,555	21,934,606	-	21,934,606	-	7,072,728	37,132	7,109,860	-	7,109,860	-
	Jun-35	(10,369)	(431,884)	(368,609)	46,664,275	-	21,934,606	115,157	22,049,763	-	22,049,763	-	7,109,860	37,327	7,147,186	-	7,147,186	-
2036-37	Jan-36	(22,186)	(924,092)	(788,704)	44,264,030	-	22,049,763	115,761	22,165,524	-	22,165,524	-	7,147,186	37,523	7,184,709	-	7,184,709	-
	Jun-36	(4,715)	(196,376)	(167,605)	44,408,281	-	22,165,524	116,369	22,281,893	-	22,281,893	-	7,184,709	37,720	7,222,429	-	7,222,429	-
2037-38	Jan-37	(11,664)	(485,814)	(414,638)	43,525,059	-	22,281,893	116,980	22,398,873	-	22,398,873	-	7,222,429	37,918	7,260,347	-	7,260,347	-
	Jun-37	-	-	-	44,354,211	-	22,398,873	117,594	22,516,467	-	22,516,467	-	7,260,347	38,117	7,298,464	-	7,298,464	-
Jan-38		-	-	-	45,199,159	-	22,516,467	118,211	22,634,679	-	22,634,679	-	7,298,464	38,317	7,336,780	-	7,336,780	-

TOTALS

Table 4
Tax Increment Revenue Projection
Merged Redevelopment Project (Including Southeast Coastal)
Huntington Beach Redevelopment Agency
(000's Omitted)

		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18
		Gross													TI After	Less	TI After	Semi Annual Ptax	
		Tax	County	Flood Ctl	Co Educ	Co Water	County	Co Flood	Ocean View	HB HS	Co Educ	Coast CC	Vector Ctl	Statutory	Pass	True Up	Pass	Expanded	
		Increment	Share	Share	Share	Share	Share	Share	USD Share	Dist Share	Share	Dist Share	Share	Pass Thru	Throughs	Adjust	Throughs	34%	66%
		93%	(HC)	(HC)	(HC)	(Various)	(OV)	(OV)	(OV)	(OV)	(OV)	(OV)	(OV)	SB211	(000s)		(000s)	Jun	Jan
ROPS1	2011-12														9,630	(1,370)	8,260	NA	8,260,099
ROPS 2 & 3	2012-13														11,496	(1,055)	10,441	3,428,586	7,012,392
	2013-14	13,988	(128)	(41)	(9)	(8)	(17)	(9)	(59)	(49)	(4)	(35)	(0)	(1,204)	12,426	(350)	12,076	4,106,000	7,970,000
	2014-15	13,988	(128)	(41)	(9)	(8)	(17)	(9)	(59)	(49)	(4)	(35)	(0)	(1,204)	12,426	(350)	12,076	4,106,000	7,970,000
	2015-16	13,988	(128)	(41)	(9)	(8)	(17)	(9)	(59)	(49)	(4)	(35)	(0)	(1,204)	12,426	(350)	12,076	4,106,000	7,970,000
	2016-17	13,988	(128)	(41)	(9)	(8)	(17)	(9)	(59)	(49)	(4)	(35)	(0)	(1,204)	12,426	(350)	12,076	4,106,000	7,970,000
	2017-18	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2018-19	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2019-20	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2020-21	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2021-22	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2022-23	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2023-24	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2024-25	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2025-26	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2026-27	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2027-28	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2028-29	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2029-30	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2030-31	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2031-32	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2032-33	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2033-34	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2034-35	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2035-36	15,087	(141)	(45)	(10)	(9)	(18)	(9)	(61)	(50)	(4)	(37)	(1)	(1,679)	13,022	(350)	12,672	4,308,000	8,363,000
	2036-37	7,745	0	0	0	0	0	0	0	0	0	0	0	(845)	6,900	(350)	6,550	2,227,000	4,323,000
	2037-38	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Table 4.1
Tax Increment
Yorktown-Lake
Huntington Beach
(000's Omitted)

			1	2	3	4	5	6	7	8
	Plan	Fiscal	Total	Total	Annual	Incremental	Gross	50%	Statutory	Net
	Yr	Year	Real	Other	Total	Value	Tax	Co Water	Pass Thru	After
			Property	Property	Project	Over Base	Increment	Share	Triggered	Tax
			Value	Value	Value	\$1,801	93%	-0.82%	by SB211	Sharing
Reported	29	2011-12	56,965	179	57,145	55,344	513	0	(20)	493
Reported	30	2012-13	57,666	37	57,703	55,902	288	0	36	323
	31	2013-14	34,971	37	35,007	33,207	308	0	31	338
	32	2014-15	34,971	37	35,007	33,207	308	0	31	338
	33	2015-16	34,971	37	35,007	33,207	308	0	31	338
	34	2016-17	34,971	37	35,007	33,207	308	0	31	338
	35	2017-18	34,971	37	35,007	33,207	308	0	31	338
	36	2018-19	34,971	37	35,007	33,207	308	0	31	338
	37	2019-20	34,971	37	35,007	33,207	308	0	31	338
	38	2020-21	34,971	37	35,007	33,207	308	0	31	338
	39	2021-22	34,971	37	35,007	33,207	308	0	31	338
Plan Limit 09-20-2022	40	2022-23	34,971	37	35,007	33,207	308	0	31	338
SB1045 09-20-2023	41	2023-24	34,971	37	35,007	33,207	308	0	31	338
SB1096 09-20-2024	42	2024-25	34,971	37	35,007	33,207	308	0	31	338
SB1096 09-20-2025	43	2025-26	34,971	37	35,007	33,207	308	0	31	338
	44	2026-27	34,971	37	35,007	33,207	308	0	31	338
	45	2027-28	34,971	37	35,007	33,207	308	0	31	338
	46	2028-29	34,971	37	35,007	33,207	308	0	31	338
	47	2029-30	34,971	37	35,007	33,207	308	0	31	338
	48	2030-31	34,971	37	35,007	33,207	308	0	31	338
	49	2031-32	34,971	37	35,007	33,207	308	0	31	338
TI Receipt 09-20-2032	50	2032-33	34,971	37	35,007	33,207	308	0	31	338
SB1045 09-20-2033	51	2033-34	34,971	37	35,007	33,207	308	0	31	338
SB1096 09-20-2034	52	2034-35	34,971	37	35,007	33,207	308	0	31	338
SB1096 09-20-2035	53	2035-36	34,971	37	35,007	33,207	308	0	31	338

Table 4.2
Tax Increment
Talbert-Beach
Huntington Beach
(000's Omitted)

			1	2	3	4	5	6	7	8
	Plan	Fiscal	Total	Total	Annual	Incremental	Gross	50%	Statutory	Net
	Yr	Year	Real	Other	Total	Value	Tax	Co Water	Pass Thru	After
			Property	Property	Project	Over Base	Increment	Share	Triggered	Tax
			Value	Value	Value	\$1,813	93%	-0.75%	by SB211	Sharing
Reported	29	2011-12	71,867	427	72,294	70,481	653	0	(45)	608
Reported	30	2012-13	64,226	98	64,324	62,511	572	0	(25)	547
	31	2013-14	63,438	98	63,537	61,724	573	0	(25)	548
	32	2014-15	63,438	98	63,537	61,724	573	0	(25)	548
	33	2015-16	63,438	98	63,537	61,724	573	0	(25)	548
	34	2016-17	63,438	98	63,537	61,724	573	0	(25)	548
	35	2017-18	63,438	98	63,537	61,724	573	0	(25)	548
	36	2018-19	63,438	98	63,537	61,724	573	0	(25)	548
	37	2019-20	63,438	98	63,537	61,724	573	0	(25)	548
	38	2020-21	63,438	98	63,537	61,724	573	0	(25)	548
	39	2021-22	63,438	98	63,537	61,724	573	0	(25)	548
Plan Limit 09-20-2022	40	2022-23	63,438	98	63,537	61,724	573	0	(25)	548
SB1045 09-20-2023	41	2023-24	63,438	98	63,537	61,724	573	0	(25)	548
SB1096 09-20-2024	42	2024-25	63,438	98	63,537	61,724	573	0	(25)	548
SB1096 09-20-2025	43	2025-26	63,438	98	63,537	61,724	573	0	(25)	548
	44	2026-27	63,438	98	63,537	61,724	573	0	(25)	548
	45	2027-28	63,438	98	63,537	61,724	573	0	(25)	548
	46	2028-29	63,438	98	63,537	61,724	573	0	(25)	548
	47	2029-30	63,438	98	63,537	61,724	573	0	(25)	548
	48	2030-31	63,438	98	63,537	61,724	573	0	(25)	548
	49	2031-32	63,438	98	63,537	61,724	573	0	(25)	548
TI Receipt 09-20-2032	50	2032-33	63,438	98	63,537	61,724	573	0	(25)	548
SB1045 09-20-2033	51	2033-34	63,438	98	63,537	61,724	573	0	(25)	548
SB1096 09-20-2034	52	2034-35	63,438	98	63,537	61,724	573	0	(25)	548
SB1096 09-20-2035	53	2035-36	63,438	98	63,537	61,724	573	0	(25)	548

Table 4.3
Tax Increment
Main Pier
Huntington Beach
(000's Omitted)

			1	2	3	4	5	6	7	8
	Plan	Fiscal	Total	Total	Annual	Incremental	Gross	50%	Statutory	Net
	Yr	Year	Real	Other	Total	Value	Tax	Water	Pass Thru	After
			Property	Property	Project	Over Base	Increment	Share	Triggered	Tax
			Value	Value	Value	\$6,158	93%	-0.82%	by SB211	Sharing
Reported	29	2011-12	264,690	18,978	283,668	277,510	2,576	0	(402)	2,174
Reported	30	2012-13	270,401	22,258	292,659	286,501	2,449	0	(371)	2,079
	31	2013-14	249,675	22,258	271,933	265,774	2,417	0	(363)	2,054
	32	2014-15	249,675	22,258	271,933	265,774	2,417	0	(363)	2,054
	33	2015-16	249,675	22,258	271,933	265,774	2,417	0	(363)	2,054
	34	2016-17	249,675	22,258	271,933	265,774	2,417	0	(363)	2,054
	35	2017-18	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
	36	2018-19	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
	37	2019-20	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
	38	2020-21	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
	39	2021-22	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
Plan Limit 09-20-2022	40	2022-23	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
SB1045 09-20-2023	41	2023-24	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
SB1096 09-20-2024	42	2024-25	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
SB1096 09-20-2025	43	2025-26	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
	44	2026-27	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
	45	2027-28	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
	46	2028-29	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
	47	2029-30	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
	48	2030-31	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
	49	2031-32	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
TI Receipt 09-20-2032	50	2032-33	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
SB1045 09-20-2033	51	2033-34	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
SB1096 09-20-2034	52	2034-35	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082
SB1096 09-20-2035	53	2035-36	249,675	22,258	271,933	265,774	2,467	0	(385)	2,082

Tax Increment Oakview Project Huntington Beach (000's Omitted)				1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
				Total Real Property Value	Total Other Property Value	Annual Total Project Value	Incremental Value Over Base \$23,335	Gross Tax Increment 93%	50% Co Entities Share -7.1%	100% Co Flood Share -1.8%	15% Ocean View USD Share -25.5%	15% HB HS Dist Share -21%	100% Co Educ Share -1.23%	50% Coast CC Dist Share -8.9%	100% Vector Ctl Share -0.10%	50% Co Water Share -0.75%	Statutory Pass Thru Triggered by SB211	Net After Tax Sharing
Reported	29	2011-12		134,281	4,087	138,368	115,085	1,068	(25)	(13)	(67)	(55)	(4)	(45)	(1)	0	(39)	819
	30	2012-13		136,335	5,276	141,610	118,275	851	(18)	(9)	(60)	(49)	(4)	(36)	(1)	0	(21)	652
Reported	31	2013-14		112,113	5,276	117,389	94,054	822	(17)	(9)	(59)	(49)	(4)	(35)	(0)	0	(19)	631
	32	2014-15		112,113	5,276	117,389	94,054	822	(17)	(9)	(59)	(49)	(4)	(35)	(0)	0	(19)	631
	33	2015-16		112,113	5,276	117,389	94,054	822	(17)	(9)	(59)	(49)	(4)	(35)	(0)	0	(19)	631
	34	2016-17		112,113	5,276	117,389	94,054	822	(17)	(9)	(59)	(49)	(4)	(35)	(0)	0	(19)	631
	35	2017-18		112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	36	2018-19		112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	37	2019-20		112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	38	2020-21		112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	39	2021-22		112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	40	2022-23	Plan Limit 11-01-2022	112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
SB1045 11-01-2023	41	2023-24		112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	42	2024-25	SB1096 11-01-2024	112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	43	2025-26	SB1096 11-01-2025	112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	44	2026-27		112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	45	2027-28		112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
TI Receipt 11-01-2032	46	2028-29		112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	47	2029-30		112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	48	2030-31		112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	49	2031-32		112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	50	2032-33		112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	51	2033-34	SB1045 11-01-2033	112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	52	2034-35	SB1096 11-01-2034	112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666
	53	2035-36	SB1096 11-01-2035	112,113	5,276	117,389	94,054	872	(18)	(9)	(61)	(50)	(4)	(37)	(1)	0	(25)	666

Table 4.5
Tax Increment
Main-Pier Added
Huntington Beach
(000's Omitted)

			1	2	3	4	5	6	7
	Plan	Fiscal	Total	Total	Annual	Incremental	Gross	Statutory	Net
	Yr	Year	Real	Other	Total	Value	Tax	Pass Thru	After
			Property	Property	Project	Over Base	Increment	Triggered	Tax
			Value	Value	Value	\$49,499	93%	by SB211	Sharing
Reported	28	2011-12	829,530	29,464	858,994	809,495	7,515	(641)	6,875
Reported	29	2012-13	893,791	28,154	921,945	872,446	7,711	(690)	7,021
	30	2013-14	855,588	28,154	883,742	834,243	7,046	(523)	6,523
	31	2014-15	855,588	28,154	883,742	834,243	7,046	(523)	6,523
	32	2015-16	855,588	28,154	883,742	834,243	7,046	(523)	6,523
	33	2016-17	855,588	28,154	883,742	834,243	7,046	(523)	6,523
	34	2017-18	855,588	28,154	883,742	834,243	7,745	(845)	6,900
	35	2018-19	855,588	28,154	883,742	834,243	7,745	(845)	6,900
	36	2019-20	855,588	28,154	883,742	834,243	7,745	(845)	6,900
	37	2020-21	855,588	28,154	883,742	834,243	7,745	(845)	6,900
	38	2021-22	855,588	28,154	883,742	834,243	7,745	(845)	6,900
	39	2022-23	855,588	28,154	883,742	834,243	7,745	(845)	6,900
Plan Limit 09-06-2023	40	2023-24	855,588	28,154	883,742	834,243	7,745	(845)	6,900
SB1045 09-06-2024	41	2024-25	855,588	28,154	883,742	834,243	7,745	(845)	6,900
SB1096 09-06-2025	42	2025-26	855,588	28,154	883,742	834,243	7,745	(845)	6,900
SB1096 09-06-2026	43	2026-27	855,588	28,154	883,742	834,243	7,745	(845)	6,900
	44	2027-28	855,588	28,154	883,742	834,243	7,745	(845)	6,900
	45	2028-29	855,588	28,154	883,742	834,243	7,745	(845)	6,900
	46	2029-30	855,588	28,154	883,742	834,243	7,745	(845)	6,900
	47	2030-31	855,588	28,154	883,742	834,243	7,745	(845)	6,900
	48	2031-32	855,588	28,154	883,742	834,243	7,745	(845)	6,900
	49	2032-33	855,588	28,154	883,742	834,243	7,745	(845)	6,900
TI Receipt 09-06-2033	50	2033-34	855,588	28,154	883,742	834,243	7,745	(845)	6,900
SB1045 09-06-2034	51	2034-35	855,588	28,154	883,742	834,243	7,745	(845)	6,900
SB1096 09-06-2035	52	2035-36	855,588	28,154	883,742	834,243	7,745	(845)	6,900
SB1096 09-06-2036	53	2036-37	855,588	28,154	883,742	834,243	7,745	(845)	6,900

Table 4.6
Tax Increment
Huntington Center
Huntington Beach
(000's Omitted)

			1	2	3	4	5	6	7	8	9	10	11
	Plan	Fiscal	Total	Total	Annual	Incremental	Gross	80%	80%	Co Educ	34%	Statutory	Net
	Yr	Year	Real	Other	Total	Value	Tax	County	Flood Ctl	Share	Co Water	Pass Thru	After
			Property	Property	Project	Over Base	Increment	Share	Share	Share	Share	Triggered	Tax
			Value	Value	Value	\$74,693	93%	-5.7%	-1.8%	-0.3074%	-0.75%	by SB211	Sharing
Reported	27	2011-12	399,726	62,304	462,030	387,338	3,596	(163)	(52)	(11)	(10)	(480)	2,880
Reported	28	2012-13	392,415	58,637	451,052	376,360	3,086	(140)	(45)	(9)	(9)	(365)	2,519
	29	2013-14	352,292	58,637	410,929	336,237	2,822	(128)	(41)	(9)	(8)	(305)	2,332
	30	2014-15	352,292	58,637	410,929	336,237	2,822	(128)	(41)	(9)	(8)	(305)	2,332
	31	2015-16	352,292	58,637	410,929	336,237	2,822	(128)	(41)	(9)	(8)	(305)	2,332
	32	2016-17	352,292	58,637	410,929	336,237	2,822	(128)	(41)	(9)	(8)	(305)	2,332
	33	2017-18	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	34	2018-19	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	35	2019-20	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	36	2020-21	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	37	2021-22	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	38	2022-23	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	39	2023-24	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
Plan Limit 11-26-2024	40	2024-25	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
SB1045 11-26-2025	41	2025-26	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	42	2026-27	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	43	2027-28	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	44	2028-29	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	45	2029-30	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	46	2030-31	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	47	2031-32	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	48	2032-33	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
	49	2033-34	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
TI Receipt 11-26-2034	50	2034-35	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488
SB1045 11-26-2034	51	2035-36	352,292	58,637	410,929	336,237	3,122	(141)	(45)	(10)	(9)	(429)	2,488

Table 4.7
Tax Increment
Southeast Coastal
Huntington Beach
(000's Omitted)

Exhibit C-4 (Continued)

			1	2	3	4	5	6	7
	Plan	Fiscal	Total	Total	Annual	Incremental	Gross	Statutory	Net
	Yr	Year	Real	Other	Total	Value	Tax	Pass Thru	After
			Property	Property	Project	Over Base	Increment	Triggered	Tax
			Value	Value	Value	\$103,734	93%	by SB211	Sharing
Reported	10	2011-12	17,770	81,008	98,778	0	0	0	0
Reported	11	2012-13	18,460	68,950	87,410	0	0	0	0
	12	2013-14	17,155	68,950	86,105	0	0	0	0
	13	2014-15	17,155	68,950	86,105	0	0	0	0
	14	2015-16	17,155	68,950	86,105	0	0	0	0
	15	2016-17	17,155	68,950	86,105	0	0	0	0
	16	2017-18	17,155	68,950	86,105	0	0	0	0
	17	2018-19	17,155	68,950	86,105	0	0	0	0
	18	2019-20	17,155	68,950	86,105	0	0	0	0
	19	2020-21	17,155	68,950	86,105	0	0	0	0
	20	2021-22	17,155	68,950	86,105	0	0	0	0
	21	2022-23	17,155	68,950	86,105	0	0	0	0
	22	2023-24	17,155	68,950	86,105	0	0	0	0
	23	2024-25	17,155	68,950	86,105	0	0	0	0
	24	2025-26	17,155	68,950	86,105	0	0	0	0
	25	2026-27	17,155	68,950	86,105	0	0	0	0
	26	2027-28	17,155	68,950	86,105	0	0	0	0
	27	2028-29	17,155	68,950	86,105	0	0	0	0
	28	2029-30	17,155	68,950	86,105	0	0	0	0
	29	2030-31	17,155	68,950	86,105	0	0	0	0
Plan Limit 06-17-2032	30	2031-32	17,155	68,950	86,105	0	0	0	0
SB1045 106-17-2033	31	2032-33	17,155	68,950	86,105	0	0	0	0
	32	2033-34	17,155	68,950	86,105	0	0	0	0
	33	2034-35	17,155	68,950	86,105	0	0	0	0
	34	2035-36	17,155	68,950	86,105	0	0	0	0
	35	2036-37	17,155	68,950	86,105	0	0	0	0
	36	2037-38	17,155	68,950	86,105	0	0	0	0
	37	2038-39	17,155	68,950	86,105	0	0	0	0
	38	2039-40	17,155	68,950	86,105	0	0	0	0
	39	2040-41	17,155	68,950	86,105	0	0	0	0
	40	2041-42	17,155	68,950	86,105	0	0	0	0
	41	2042-43	17,155	68,950	86,105	0	0	0	0
	42	2043-44	17,155	68,950	86,105	0	0	0	0
	43	2044-45	17,155	68,950	86,105	0	0	0	0
	44	2045-46	17,155	68,950	86,105	0	0	0	0
TI Receipt 06-17-2047	45	2046-47	17,155	68,950	86,105	0	0	0	0
SB1045 06-17-2048	46	2047-48	17,155	68,950	86,105	0	0	0	0

City of Huntington Beach Redevelopment Successor Agency
Pursuant To AB 1484 - All Other Funds
Summary of Balances Available for Allocation to Affected Taxing Entities

Exhibit C-5

		Reference:
Total amount of assets held by the successor agency as of September 30, 2012 (procedure 5)	\$ 30,087,087	<u>Exhibit C-1</u>
Add the amount of any assets transferred to the city or other parties for which an enforceable obligation with a third party requiring such transfer and obligating the use of the transferred assets did not exist (procedures 2 and 3)	-	
Less assets legally restricted for uses specified by debt covenants, grant restrictions, or restrictions imposed by other governments (procedure 6)	(2,422,613)	Exhibit C-2
Less assets that are not cash or cash equivalents (e.g., physical assets) - (procedure 7)	(21,170,451)	Exhibit C-3
Less balances that are legally restricted for the funding of an enforceable obligation (net of projected annual revenues available to fund those obligations) - (procedure 8)	(6,494,023)	Exhibit C-4
Less balances needed to satisfy ROPS for the 2012-13 fiscal year (procedure 9)	-	
Less the amount of payments made on July 12, 2012 to the County Auditor-Controller as directed by the California Department of Finance	<u>-</u>	
Amount to be remitted to county for disbursement to taxing entities	<u><u>\$ (0)</u></u>	

**Oversight Board of the Huntington
Beach Successor Agency
to the Redevelopment Agency**

Agenda Item #3

**Special Meeting Minutes
City of Huntington Beach Oversight Board of the Successor Agency
of the Former City of Huntington Beach Redevelopment Agency**

Tuesday, January 8, 2013
5:30 PM - Room B-7
Civic Center, 2000 Main Street
Huntington Beach, California 92648

CALL TO ORDER – 5:30 P.M.

ROLL CALL

PRESENT: Boardman, Bone, Fritzal, and Carchio
ABSENT: L. Dunn, A. Dunn, and Delgado

PLEDGE OF ALLEGIANCE - Led by Secretary Flynn

SUPPLEMENTAL COMMUNICATIONS

Pursuant to the Brown "Open Meetings" Act, Secretary Flynn announced one supplemental communication received after distribution of the agenda packet:

Agenda Item #4, submitted by Finance Director Lori Ann Farrell, entitled "Independent Accountants' Report on Applying Agreed-Upon Procedures Pursuant to AB 1484 (All Other Funds)", dated September 30, 2012.

PUBLIC COMMENTS - (Limited to 3 minutes per person): None.

BUSINESS

1. Introduced and Administered Oath of Office to Huntington Beach Mayor Connie Boardman

The newest member of the Oversight Board, Mayor Connie Boardman, who replaced outgoing Mayor Don Hansen, introduced herself to the Board and to the others present at the meeting. The Oath of Allegiance was administered to Board Member Boardman by Board Secretary Flynn.

2. Elected a 2013 Chair and Vice Chair for the Oversight Board

As the terms for the Chair and Vice Chair positions elected for the calendar year of 2012 have expired, a motion was made by Carchio, second Fritzal to elect Board Member Boardman to serve as Chair of the Oversight Board to the Successor Agency of the former City of Huntington Beach Redevelopment Agency for the 2013 calendar year. The motion carried by the following vote:

AYES: Boardman, Bone, Fritzal, and Carchio
NOES: None
ABSENT: L. Dunn, A. Dunn, Delgado

A motion was made by Boardman, second Fritzal to elect Board Member Carchio to serve as Vice Chair of the Oversight Board to the Successor Agency of the former City of Huntington Beach Redevelopment Agency for the 2013 calendar year. The motion carried by the following vote:

AYES: Boardman, Bone, Fritzal, and Carchio
NOES: None
ABSENT: L. Dunn, A. Dunn, Delgado

3. Adopted Resolutions by the Oversight Board of the Successor Agency of the former Redevelopment Agency of the City of Huntington Beach relating to the Transfer of Ownership/Sale and Conveyance of Real Properties in the City of Huntington Beach current sites of the Surf Museum, 5th/Main St. paved walkway, Big O Tires, and under construction Van's Skate Park

Susan Y. Apy, Attorney at Law for the firm of Kane, Ballmer and Berkman discussed why there was a need for conveyance from the Successor Agency to the City of Huntington Beach of the properties affected in Resolutions 2013-01 through -03, and indicated AB 1484 addressed properties which, like these, were utilized for Government Use. She also discussed the property affected by Resolution 2013-04 stating the resolution would authorize the sale of the property and the proceeds of the sale would be paid to the taxing agency in accordance with AB 1484.

Discussion ensued between the Board and Ms. Apy regarding the Department of Finance's (DOF) review and authority to make a determination as to the validity of the transfers and sale. She also discussed the timeframe available to the DOF for that review and response back to the Board.

A motion was made by Carchio, second Fritzal to adopt Resolution No. 2013-01, "A Resolution of the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Huntington Beach Directing the Transfer of Ownership of Real Property in Accordance with Health and Safety Code Section 34181(a) [APN NO. 024-147-01];" and, Resolution No. 2013-02, "A Resolution of the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Huntington Beach Directing the Transfer of Ownership of Real Property in Accordance with Health and Safety Code Section 34181(a) [APN NO. 024-153-21];" and, Resolution No. 2013-03, "A Resolution of the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Huntington Beach Directing the Transfer of Ownership of Real Property in Accordance with Health and Safety Code Section 34181(a) [APN NO. 142-073-03];" and, Resolution No. 2013-04, "A Resolution of the Oversight Board of the Successor Agency to the Redevelopment Agency of the City of Huntington Beach Approving a Purchase and Sale Agreement and Directing the Transfer of Ownership of Real Property in Accordance with Health and Safety Code Section 34181(a) [APN Nos. 142-081-06, 142-081-09, 142-081-10, 142-081-11, 142-081-12, and 142-081-28]."

The motion carried by the following vote:

AYES:	Boardman, Bone, Fritzal, and Carchio
NOES:	None
ABSENT:	L. Dunn, A. Dunn, Delgado

4. Public Comment Session held on the Due Diligence Review of the Non-Housing Redevelopment Funds, Pursuant to Health and Safety Code Section 34179.5 and 34179.6 [Assembly Bill 1484]

Lori Ann Farrell, Director of Finance gave a brief overview of the Audit, and the reasons for, and the scope of the presented Review. She addressed questions raised by Vice Chair Carchio regarding the process which would be followed if the DOF disagreed with the Audit and any appeal or legal remedies available to the Board if that were to happen.

Chair Boardman opened the public comment portion of the meeting pertaining to the Due Diligence Review for the Non-Housing Redevelopment Funds as required by Health and Safety Code Section 34179.6 (Assembly Bill 1484). Secretary Flynn announced there were no persons present to speak to the item, nor had any written communications been received.

Chair Boardman then moved and Fritzal seconded a motion to receive and file the Due Diligence Review for the Non-Housing Redevelopment Funds in anticipation of consideration of resolution of approval at January 15, 2013, Oversight Board meeting. The motion carried by the following vote:

AYES:	Boardman, Bone, Fritzal, and Carchio
NOES:	None
ABSENT:	L. Dunn, A. Dunn, Delgado

5. Approved and adopted Special Meeting Minutes

A motion was made by Carchio, second Fritzal to approve and adopt the minutes of the Oversight Board Special Meeting of August 23, 2012, and approve and adopt the minutes of the Oversight Board Special Meeting of November 16, 2012, and as written and on file in the office of the Secretary of the Board. The motion carried by the following vote:

AYES:	Bone, Fritzal, and Carchio
NOES:	None
ABSTAIN:	Boardman
ABSENT:	L. Dunn, A. Dunn, Delgado

MEMBER REPORTS/ANNOUNCEMENTS:

Chair Boardman indicated that she has heard from other board members that they would like a presentation on legal representation and indemnification which cover Oversight Boards. Attorney Apy indicated that she would provide information about increases in immunity which came through AB 1484 at an upcoming meeting.

ADJOURNMENT:

The next special meeting is scheduled for Tuesday, January 15, 2013, 5:30 PM at City Hall, 2000 Main Street, Civic Center Lower Level, Room B-8.

Joan L. Flynn
Secretary of the Huntington Beach
Oversight Board of the Successor
Agency of the Former City of
Huntington Beach, California
Redevelopment Agency

Connie Boardman
Chair of the Huntington Beach
Oversight Board of the Successor
Agency of the Former City of
Huntington Beach, California
Redevelopment Agency